

FILED

CERTIFICATE OF INCORPORATION

98 NOV -3 AM 10:33

OF

STATE
STATE OF IDAHO

FAB Capital Markets Inc.

FIRST: The name of the Corporation is FAB Capital Markets Inc.

SECOND: The duration of the corporation is to be perpetual.

THIRD: The nature of business and purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000). All such shares are to be Common stock, without par value and are to be of one class.

FIFTH: Its registered office is to be located at 2219 N. Curtis Road, Boise, ID 83706. The name of the registered agent is Record Search & Information Services.

SIXTH: The number of initial directors is one. The names and addresses of the initial directors until the first annual meeting of stockholders or until a successor is elected and qualifies is:

Randy M. Strausberg
1461 1st Avenue
Suite 293
New York, NY 10021

SEVENTH: The name and address of the incorporator is as follows:

Laura A. Engels
1220 N. Market St., Suite 606
Wilmington, DE 19801

IDAHO SECRETARY OF STATE

11/23/1998 09:00
C126213

Laura A. Engels 100.00 corp # 2
Incorporator

C126213