

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

AMERICAN INTERNATIONAL FACILITIES MANAGEMENT, INC.
File number C 113779

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AMERICAN INTERNATIONAL FACILITIES MANAGEMENT, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to AMERICAN INTERNATIONAL FACILITIES MANAGEMENT, INC. to transact business in this State under the name AMERICAN INTERNATIONAL FACILITIES MANAGEMENT, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: February 16, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows: **FEB 16 2 38 PM '96**

1. The name of the corporation is American International Facilities Management, Inc.
SECRETARY OF STATE
STATE OF IDAHO
2. The name which it shall use in Idaho is American International Facilities Management, Inc.
3. It is incorporated under the laws of New York
4. Its date of incorporation is 3/7/86 and its duration, if other than perpetual, is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is
70 Pine Street, New York, New York 10270
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its registered office in Idaho is 200 North 23rd Street, Boise, Idaho 83702
The Prentice-Hall
_____, and its registered agent in Idaho at that address is Corporation System, Inc.
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
To act as a fleet administrator and to transact any other business allowable by the state.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Lawrence English</u>	<u>Director</u>	<u>70 Pine St., New York, NY 10270</u>
<u>Howard I. Smith</u>	<u>Director</u>	<u>70 Pine St., New York, NY 10270</u>
<u>Thomas R. Tizzio</u>	<u>Director</u>	<u>70 Pine St., New York, NY 10270</u>
<u>Lawrence English</u>	<u>President</u>	<u>70 Pine St., New York, NY 10270</u>
<u>Gerald Verhoest</u>	<u>Comptroller</u>	<u>72 Wall St., New York, NY 10038</u>
<u>Elizabeth M. Tuck</u>	<u>Secretary</u>	<u>70 Pine St., New York, NY 10270</u>

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: January 22, 1996

American International Facilities Management, Inc.
(Corporation name)

By Elizabeth M. Tuck
Its President, Vice President, Secretary or Assistant Secretary
(please specify)

IDAHO SECRETARY OF STATE

Secretary of State Fee only 0900 38574 CCAP
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CX #: 109820 CUST#: 47921

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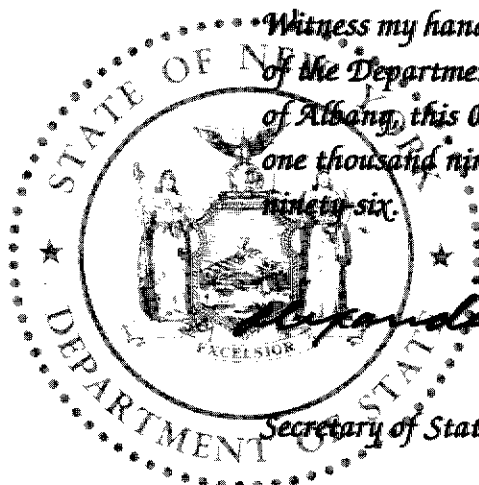
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State of New York · | ss: Department of State

I hereby certify, that the certificate of incorporation of AMERICAN INTERNATIONAL FACILITIES MANAGEMENT, INC. was filed on 03/07/1986, under the name of METAMICRO COMPUTER CONSULTING, INC., with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment METAMICRO COMPUTER CONSULTING, INC., changing name to AMERICAN INTERNATIONAL FACILITIES MANAGEMENT, INC., was filed 04/30/1992.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 02nd day of February
one thousand nine hundred and
ninety-six.
Alexander F. Trenchwell
Secretary of State

The seal of the State of New York Department of State is circular. It features the state coat of arms in the center, which depicts a Native American holding a bow and arrow, with a sun rising behind a mountain. The words "STATE OF NEW YORK" are arched across the top, and "DEPARTMENT OF STATE" is arched across the bottom. Two stars are positioned on either side of the coat of arms. The word "FACELSION" is inscribed at the base of the coat of arms.

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