

State of Idaho

Department of State.

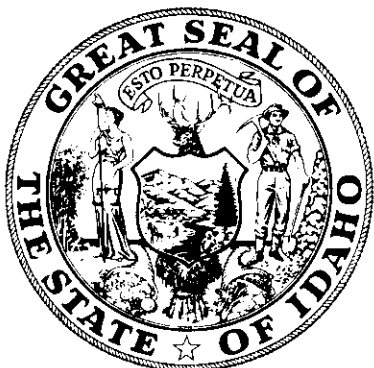
CERTIFICATE OF AUTHORITY OF

ALLIED RESOURCES CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ALLIED RESOURCES CORPORATION 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 ALLIED RESOURCES CORPORATION to transact business in this State under the name ALLIED RESOURCES CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated July 20, 19 81.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is ALLIED RESOURCES CORPORATION
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is November 8, 1979 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in any and all lawful acts or activities for which corporations may qualify in this state.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE RIDER II ATTACHED		
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$1.00

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

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 7, 1981

ALLIED RESOURCES CORPORATION

By H. Barrett Flanders, Jr.
Its Vice- President

and Heather M. Mullett
Heather M. Mullett
Its _____ Secretary

STATE OF NEW JERSEY)
COUNTY OF MORRIS) ss:

I, BARBARA S. McIllican, a notary public, do hereby certify that on this 7th day of July, 1981, personally appeared before me H. BARRETT FLANDERS, JR., who being by me first duly sworn, declared that he is the Vice-President of _____

ALLIED RESOURCES CORPORATION

that he signed the foregoing document as Vice-President of the corporation and that the statements therein contained are true.

Barbara S. McIllican
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

RIDER II

<u>Name</u>	<u>Business Address</u>	<u>Home Address</u>	<u>Title</u>	<u>Term Expires</u>
Edward L. Hennessy, Jr.	Columbia Rd. & Park Ave. P.O. Box 3000R Morristown, NJ 07960	Van Beuren Rd. New Vernon, NJ 07476	Chairman	December 23, 1981
David G. Powell	Columbia Rd. & Park Ave. P.O. Box 3000R Morristown, NJ 07960	171 Douglass Ave Bernardsville, NJ 07924	President	December 23, 1981
Roy H. Massengill	Columbia Rd. & Park Ave. P.O. Box 2245R Morristown, NJ 07960	Michael Road P.O. Box 47 Brookside, NJ 07926	Vice President	December 23, 1981
H. Barrett Flanders, Jr.	Columbia Rd. & Park Ave. P.O. Box 2245R Morristown, NJ 07960	198 Central Ave. Madison, NJ 07940	Vice President & Director	December 23, 1981
Carl J. Vitolo	Columbia Rd. & Park Ave. P.O. Box 1219R Morristown, NJ 07960	55 Albright Circle Madison, NJ 07940	Treasurer	December 23, 1981
Heather M. Mullett	Columbia Rd. & Park Ave P.O. Box 2245R Morristown, NJ 07960	19 Pennwood Rd. Basking Ridge, NJ 07920	Secretary	December 23, 1981
Dennis R. Marshall	Columbia Rd. & Park Ave. P.O. Box 2245 R. Morristown, NJ 07960	40 Durand Rd. Maplewood, NJ 07040	Asst. Secretary	December 23, 1981
William F. Loftus	Columbia Rd. & Park Ave. P.O. Box 1057R Morristown, NJ 07960	127 Bellevue Ave. Summit, NJ 07901	Asst. Secretary for Tax Matters	December 23, 1981
Keith T. Van Arsdol	Columbia Rd. & Park Ave. P.O. Box 1057R Morristown, NJ 07960	187 Amity St. Brooklyn, NY 11201	Asst. Secretary for Tax Matters	December 23, 1981

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SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF
ALLIED RESOURCES CORPORATION

* * * * *

1. The name of the corporation is
ALLIED RESOURCES CORPORATION

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) and the par value of each of such shares is One Dollar (\$1.00), amounting in the aggregate to One Thousand Dollars (\$1,000.00).

5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
K. L. Husfelt	100 West Tenth Street, Wilmington, Delaware 19801
B. A. Schuman	100 West Tenth Street, Wilmington, Delaware 19801
E. L. Kinsler	100 West Tenth Street, Wilmington, Delaware 19801

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 5th day of November , 1979.

K. L. Husfelt

K. L. Husfelt

B. A. Schuman

B. A. Schuman

E. L. Kinsler

E. L. Kinsler



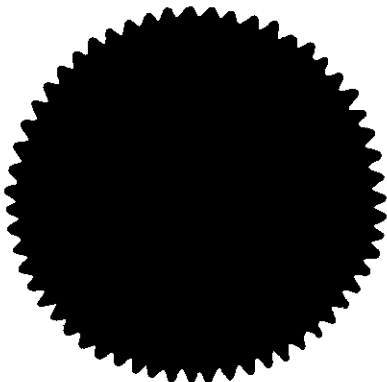
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "ALLIED RESOURCES CORPORATION", as received and filed
in this office the eighth day of November, A.D. 1979, at 3 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-second day
of April in the year of our Lord
one thousand nine hundred and eighty-one.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State