

# State of Idaho

## Office of the Secretary of State

### CERTIFICATE OF AUTHORITY OF

**MARSH USA INC.**

**MARSH USA INC. (NEVADA)**

**File Number C 132222**

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application for such Certificate.

Dated: January 26, 2000



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Cynthia*

# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows: JUN 6 10:40 AM '00

- The name of the corporation is Marsh USA Inc.
- The name which it shall use in Idaho is Marsh USA Inc. (Nevada)
- It is incorporated under the laws of Nevada
- Its date of incorporation is May 8, 1957
- The address of its principal office is 1166 Avenue of the Americas, New York, New York 10036
- The address to which correspondence should be addressed, if different from item 5, is \_\_\_\_\_
- The street address of its registered office in Idaho is c/o C T Corporation System, 300 North 6th Street, Boise, Idaho 83702, and its registered agent in Idaho at that address is C T Corporation System
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
See the attached list		

Dated: \_\_\_\_\_

Marsh USA Inc.

(Corporation name)

By

*Barry W. Furst*

Its Secretary

(specify capacity of signer)

Customer Acct #:

(if using pre-paid account)

Idaho SECRETARY OF STATE  
Secretary of State use only

01/26/2000 09:00  
CK: 132113678 CT: 4567 DH: 284588

1 @ 100.00 = 100.00 AUTH PRO # 3  
1 @ 20.00 = 20.00 EXPEDITE C # 4

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C132222

**Officers:**

President	Roger E. Egan
Secretary	Barry W. Furst
Assistant Secretaries	Gary Hirsch Barry J. Kerschner Alan Rosenbloom Alexandra von Ferstel
Treasurer	Roger A. Szajngarten
Assistant Treasurers	Kenneth V. Arestia Joseph Meyer Karen Farrell

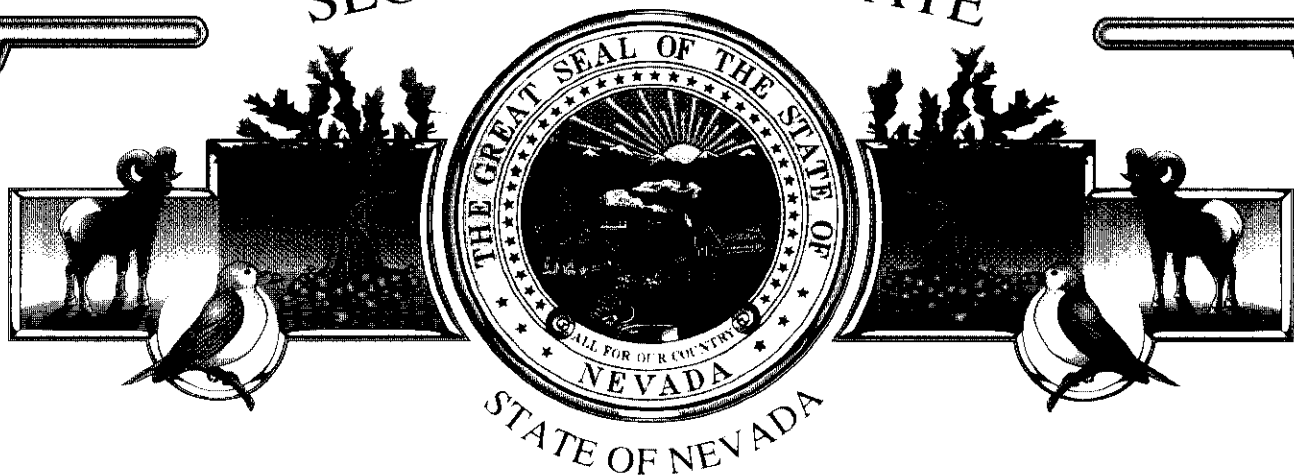
**Directors:**

Norman Barham  
Roger E. Egan  
Robert J. Newhouse III

Address for all of the above is:

1166 Avenue of the Americas  
New York, NY 10036

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **MARSH USA INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 8, 1957, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed the Great Seal of State, at my office, in  
Carson City, Nevada, on January 4, 2000.



*Dean Heller*

Secretary of State

By

*[Signature]*

Certification Clerk

CERTIFICATE


OF

THE

SECRETARY

I, Barry W. Furst, Secretary of Marsh USA Inc., a Nevada corporation, (the "Corporation") do hereby certify that attached hereto is a true and correct copy of the resolutions as approved, ratified and confirmed by unanimous written consent of the Board of Directors of the Corporation on August 30, 1999, which resolutions have neither been amended nor rescinded and are in full force and effect as of the date hereof.


IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17<sup>th</sup> day of September, 1999.

  
\_\_\_\_\_  
Secretary

(Corporate Seal)

State of New York   )  
                                  )ss.:  
County of New York)

On the 17<sup>th</sup> day of September, 1999, before me personally came Barry W. Furst, to me known to be the individual described in and who executed this instrument, and acknowledged the he executed the same.

  
\_\_\_\_\_  
Notary Public

MAURA NORTON  
Notary Public, State of New York  
No. 41-4858604  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires May 5, 2000

**MARSH USA INC.**  
**(a Nevada corporation)**

**RESOLVED**, that Marsh USA Inc., organized and existing in the State of Nevada, hereby adopts the fictitious name "Marsh USA Inc. (Nevada)" for use in any and all states for all purposes; and further

**RESOLVED**, that the officers of the corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the corporation to do business within the any and all states under the name "Marsh USA Inc. (Nevada)".