

Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

GOODBODY & CO. INCORPORATED

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **7th** day of **December**

19 70, a properly authenticated copy of its articles of incorporation, and on the **7th** day of **December** **19 70**, a designation of **T.H. Eberle or R. B. Kading or J.R. Gillespie**

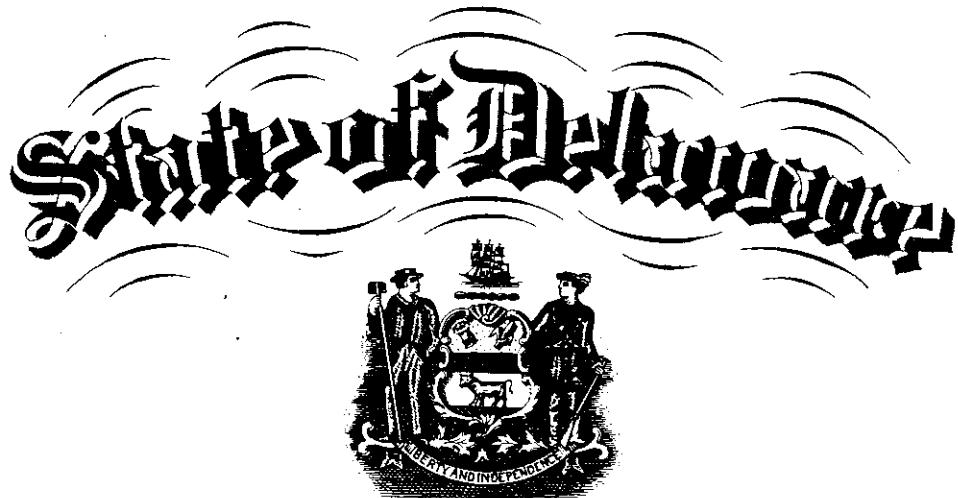
the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **7th** day of **December**,
A.D., **19 70**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk



Office of Secretary of State.

I, Eugene Bunting, 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 "GOODBODY & CO. INCORPORATED", as received and filed in this office the twentieth day of November, A.D. 1970, at 10 o'clock A.M.

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

Eugene Bunting

Secretary of State

R. N. Caldwell

Asst Secretary of State

Certified Copy

CERTIFICATE OF INCORPORATION

OF

GOODBODY & CO.
INCORPORATED

As Filed In The Office Of The Secretary Of State Of Delaware
On November 20, 1970

As Recorded In The Office Of The County Recorder
Of New Castle County, Delaware
On November 20, 1970

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CERTIFICATE OF INCORPORATION

OF

GOODBODY & CO.
INCORPORATED

ARTICLE I

NAME

The name of the Corporation is:

GOODBODY & Co.
INCORPORATED

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation in the State of Delaware is to be located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of the Corporation's registered agent is The Corporation Trust Company, No. 100 West Tenth Street, in the City of Wilmington, County of New Castle, State of Delaware.

ARTICLE III

CORPORATE PURPOSES AND POWERS

The nature of the Corporation's business, or the objects or purposes to be transacted, promoted or carried on by the Corporation, is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware, including, without limitation:

- (a) To engage in and carry on a securities business, including each and every aspect thereof, in any and all capacities to the full

extent permitted by law, including a general brokerage, underwriting and investment business; to act as brokers, dealers, traders, investment bankers and investors in securities; to deal in puts and calls and with dealers who handle puts and calls and to act as odd-lot brokers or dealers; to engage in arbitrage transactions of all kinds; to underwrite and distribute, on behalf of itself and of others, securities and to participate with others in any such underwriting or distribution; to negotiate, or to assist or participate in the negotiation of, private placements of securities; and to do any and all things which may be useful in connection with the foregoing activities or incidental to the conduct of such activities and, whether or not in connection therewith, to purchase, subscribe for, borrow, acquire, hold, exchange, sell, distribute, assign, transfer, lend, mortgage, pledge, hypothecate, guarantee, deal in or otherwise effect any and all transactions of any kind, character or description whatsoever in or with respect to securities, and with respect to foreign exchange, acceptances and commercial paper of every kind, character or description. As used in this Article III, the term "securities" shall include shares of stock, bonds, debentures, notes, bills, other evidences of indebtedness, certificates, receipts, certificates of interest in any profit-sharing agreement, collateral trust certificates, reorganization certificates, subscriptions, investment contracts, voting trust certificates, interests in oil, gas or other mineral rights, certificates of deposit or interim certificates for, receipts for, guarantees of, or warrants, options or rights to subscribe to or purchase any of the foregoing, or any other instruments or interests in the nature of securities of any kind whatsoever, issued or created by any person, corporation, trust, fiduciary, firm, public authority, or organization of any kind.

(b) To engage in and carry on the business of brokers and dealers in commodities (which term as used in this Certificate of Incorporation includes contracts for the future delivery thereof), and to do any and all things which may be useful in connection therewith or incidental to the conduct thereof, including the guarantee of any and all obligations relating to transactions made on any board of trade, commodities exchange, or similar institution, and, whether or not in connection therewith, to purchase, borrow, acquire, hold, exchange, sell, distribute, assign, transfer, lend, mortgage, pledge, hypothecate, guarantee or otherwise dispose of, or import or export or turn to account in any manner and generally to deal in or otherwise effect any and all transactions of every kind, character or description whatsoever in or with respect to, commodi-

ties and products, merchandise, articles of commerce, materials, personal and real property, of every kind, character or description whatsoever and any interest therein, and instruments evidencing rights to acquire any present or future interests therein.

(c) To maintain accounts with and for customers, of every kind, character or description whatsoever, including margin accounts, with respect to securities and/or commodities and to do any and all things which may be useful in connection with or incidental to the maintenance of such accounts, and to buy, sell and otherwise deal in notes, open accounts and other similar evidences of indebtedness and to loan money and to take notes, open accounts and other similar evidences of indebtedness as collateral security therefor.

(d) To render advisory, investigatory, supervisory, investment, managerial or other services to any person, corporation, trust, fiduciary, firm, public authority or organization of any kind.

(e) To act in any capacity whatsoever as financial, commercial or business agent or representative, general or special, or as factor, broker or in any other capacity whatsoever for, and to effect any and all transactions of any kind, character or description whatsoever for the account of, any person, corporation, trust, fiduciary, firm, public authority or organization of any kind.

(f) To acquire and hold one or more memberships in various securities exchanges, boards of trade, commodities exchanges, clearing corporations or associations and/or other similar institutions located within or without the United States of America, or otherwise to secure membership privileges or other privileges with such institutions, and to acquire and hold membership in any association of brokers, security dealers, investment bankers or commodity dealers, or any other association, membership in which will in any way facilitate the conduct of the Corporation's business.

(g) To hold as nominee, custodian or otherwise, any securities or commodities belonging to others, to issue appropriate receipts or certificates therefor, and to exercise while holding them any and all of the rights, powers and privileges of ownership thereof, including the right to loan them to others.

(h) To guarantee the signatures of customers or others whenever such guarantees are convenient in the conduct of the Corporation's business.

(i) To cause or allow the legal title to, or any legal or equitable interest in any property of any sort of the Corporation to remain or be vested or registered in the name of any other person, corporation, trust, fiduciary, firm, public authority or organization of any kind, whether in trust for or as agent or nominee of the Corporation, or otherwise for its account or benefit.

(j) To transact a general real estate dealer, agency and brokerage business, including acting as agent, broker or attorney in fact for any person, corporation, trust, fiduciary, firm, public authority or organization of any kind in buying, selling, leasing and dealing in real property and any interests and estates therein (including sale and lease-back transactions), on commission or otherwise, renting and managing of estates, making, arranging for, or obtaining loans upon such property, and supervising, managing and protecting such property and all loans, interests in, and claims affecting the same.

(k) To borrow money for any business, object or purpose of the Corporation from time to time, without limit as to amount; to issue any kind of evidence of indebtedness, whether or not in connection with borrowing money, including evidences of indebtedness convertible into shares of capital stock of the Corporation; and to secure the payment of any evidence of indebtedness by the creation of any interest in any of the property or rights of the Corporation, or in any property owned by others when the Corporation has the right so to do, whether owned by or subject to such right of the Corporation at the time such indebtedness is incurred or thereafter.

(l) To lend to any person, corporation, trust, fiduciary, firm, public authority or organization of any kind any of the Corporation's funds or property, with or without security, and to guarantee the loans of any of the foregoing.

(m) To purchase, subscribe for, borrow, acquire, hold for investment or otherwise own, exchange, sell, distribute, assign, transfer, lend, mortgage, pledge, hypothecate, guarantee, deal in or otherwise acquire or dispose of securities of any corporation or business organization whatsoever organized under the laws of the United States of America or of any State, territory, dependency or possession thereof or of any foreign country, or of any subdivision, territory, dependency, possession or municipality thereof, without regard to the business carried on by such corporation

or business organization or to the part of the world in which it is carried on or the corporation or business organization is organized, and to do any and all acts and things necessary, advisable or desirable for the preservation and enhancement in value of any of such securities or interests, to make loans or grant subsidies to or otherwise assist, and to guarantee the obligations of or the payment of dividends by, any such corporation or business organization, and to consolidate, amalgamate or merge with or into any such corporation or business organization, and to purchase, subscribe for, borrow, acquire, hold for investment or otherwise own, exchange, sell, distribute, assign, transfer, lend, mortgage, pledge, hypothecate, guarantee, deal in or otherwise acquire or dispose of bonds, notes, bills, or any other evidences of indebtedness issued by the United States of America, any State thereof or any foreign country, or by any agency, subdivision, territory, dependency, possession or municipality, including any agency of a municipality, thereof.

(n) To engage in any transaction relating to petroleum, gas and other minerals, and the products thereof, and to acquire, hold for investment or otherwise own, lease, sell or otherwise dispose of, exercise, exchange, mortgage, pledge, exploit, and otherwise deal in any and all lands and interests in lands in, on or under which petroleum, gas and other minerals are or may be located and any and all interests in petroleum, gas and other minerals, and the products thereof.

(o) To purchase, borrow, acquire, hold, exchange, sell, distribute, assign, transfer, lend, mortgage, pledge, hypothecate, convert, redeem, escrow, reissue or cancel shares of its own capital stock or instruments evidencing its indebtedness or any other securities issued by it.

(p) To engage in any financial, commercial, mercantile, manufacturing, industrial, trading, mining, petroleum or petroleum products business or venture of any kind, character or description whatsoever, either by itself or jointly with others, and to do any and all things which may be useful in connection with or incidental to the conduct of such business or venture.

(q) To engage in a commercial finance business, including the factoring of commercial paper, either by itself or jointly with others, and to do any and all things which may be useful in connection with or incidental to the conduct of such business.

(r) To acquire all or any part of the property and business, including good will, of any person, corporation, trust, firm, fiduciary, public authority or organization of any kind, to pay as consideration therefor cash or property, including securities issued by the Corporation, to assume in connection therewith any liabilities or obligations of any such person, corporation, trust, firm, fiduciary, public authority or organization of any kind, and to hold, conduct, use or dispose of the whole or any part of the property and business, including any good will, so acquired.

(s) To acquire, by purchase, lease or otherwise, lands and interests in lands and personal and mixed property of any and all kinds, in this or in any other State, territory, dependency or possession of the United States or a foreign country, and to own, hold, improve, employ, develop, use and manage and deal with any real estate, personal and mixed property of any and all kinds so acquired and to erect, or cause to be erected, on any lands owned, held or acquired by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings, or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, pledge, create a security interest in, sell, convey, lease, exchange, transfer or otherwise dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the Corporation, either by itself or jointly with others.

(t) To exercise and enjoy all powers, rights and privileges, in any part of the world, which may be exercised and enjoyed by any corporation organized under the General Corporation Law of the State of Delaware.

The enumeration of certain powers is not intended as exclusive of, or as a waiver of, any of the powers, rights, or privileges conferred by the General Corporation Law of the State of Delaware as now in force or as it may be hereafter amended, and the Corporation shall be authorized to exercise and enjoy all powers conferred upon corporations by the laws of the State of Delaware as in force from time to time, provided that the Corporation shall not in the State of Delaware or any other jurisdiction carry on any business, or exercise any powers, which under the laws thereof it could not lawfully carry on or exercise.

The foregoing clauses shall be construed as powers, as well as objects and purposes, of the Corporation, and the matters expressed in each clause shall, except as otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers, and the use of the term "including" in any of the foregoing clauses shall not be construed to limit the generality of the words preceding such term.

ARTICLE IV

CAPITAL STOCK

SECTION 1. *Shares, Classes and Series Authorized.* The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is ten thousand (10,000) shares, of which eight thousand (8,000) shares shall be common stock of the par value of one dollar (\$1.00) each (hereinafter called "common stock") and two thousand (2,000) shares shall be preferred stock of the par value of ten thousand dollars (\$10,000.00) each (hereinafter called "preferred stock"). The common stock and the preferred stock are hereby authorized to be issued from time to time in one or more series, the shares of each series to have such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof as shall be stated and expressed in this Certificate of Incorporation and in the resolutions adopted by the Board of Directors providing for the issuance thereof.

SECTION 2. *Increase or Decrease in Amount of Authorized Shares.* The number of authorized shares of any class or classes of capital stock may be increased or decreased by an amendment to this Certificate of Incorporation authorized by the affirmative vote of the holders of a majority of the common stock outstanding, without regard to class or series.

SECTION 3. *Rights and Restrictions of Capital Stock.* Authority is hereby expressly granted to the Board of Directors of the Corporation, subject to the provisions of this Article IV and to the limitations

prescribed by law, to authorize the issue from time to time of one or more series of common stock and one or more series of preferred stock and with respect to each such series to fix by resolution or resolutions adopted by the Board of Directors providing for the issue of such series the voting powers, full or limited, if any, of the shares of such series and the designations, preferences and relative, participating, optional or other special rights and the qualifications, limitations or restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, the determination or fixing of the following:

- (a) The designation of such series.
- (b) The dividend rate and rights of such series, the conditions and dates upon, or circumstances under which such dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class or classes or series of the Corporation's capital stock, and whether such dividends shall be cumulative or non-cumulative.
- (c) Whether the shares of such series shall be subject to redemption or mandatory purchase or sale by the Corporation or any other person at the option of either the Corporation or the holder or both, and, if made subject to any such redemption, purchase or sale, the times or events, prices and other terms and conditions thereof.
- (d) The terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series.
- (e) Whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of the Corporation's capital stock, and, if provision be made for conversion or exchange, the times or events, prices, rates, adjustments, and other terms and conditions of such conversions or exchanges.
- (f) Whether the holders of the shares of such series shall have any personal liability for the debts of the Corporation and, if there shall be any such personal liability with respect to shares of any such series, by reason of affirmative action by the Board of Directors to such effect, the extent and conditions thereof.

- (g) The restrictions, if any, on the issue or reissue of any additional shares or fractional shares of such series.
- (h) The restrictions, if any, upon the pledge, hypothecation, sale, assignment, transfer or other disposition of any or all shares of such series.
- (i) The rights of the holders of the shares of such series upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

SECTION 4. *Definition of Holder and Stockholder.* The term "holder" or "stockholder" as used in this Certificate of Incorporation means a legal owner of shares of capital stock of the Corporation.

ARTICLE V

RESTRICTION ON DIVIDENDS

No dividend shall be declared or paid which shall impair the capital of the Corporation nor shall any distribution of assets be made to any holder of the Corporation's capital stock unless the value of the assets of the Corporation remaining after such payment or distribution is at least equal to the aggregate of its debts and liabilities, including capital. A director shall be fully protected in relying in good faith upon the books of account of the Corporation or statements prepared by any of its officers, employees or agents as to the value and amount of the assets, liabilities and/or net profits of the Corporation, or any other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

ARTICLE VI

INCORPORATOR

The name and mailing address of the incorporator of the Corporation is as follows:

MALCOLM R. WILLIAMSON, JR. 70 Pine Street
New York, New York 10005

ARTICLE VII
INITIAL DIRECTORS

The names and mailing addresses of the persons who are to serve as Directors until the first annual meeting of the stockholders or until their successors are elected and qualify are as follows:

GEORGE L. SHINN	70 Pine Street New York, New York 10005
ROBERT A. NATHANE	70 Pine Street New York, New York 10005
ROBERT O'CONNELL	70 Pine Street New York, New York 10005
ROBERT P. RITTEREISER	70 Pine Street New York, New York 10005

ARTICLE VIII
BOARD OF DIRECTORS

SECTION 1. *Powers of the Board of Directors.* In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized:

- (a) To make, alter, amend or repeal from time to time any of the By-Laws of the Corporation, except such of them as shall have been made from time to time by the holders of shares of capital stock entitled to vote thereon; *provided, however,* that any By-Law made by the Board of Directors may be altered, amended or repealed by the holders of capital stock of the Corporation entitled to vote thereon at any annual meeting or at any special meeting called for that purpose.
- (b) To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.
- (c) To determine the use and disposition of any surplus and net profits of the Corporation, including the determination of the amount of working capital required, to set apart out of any of the funds of the Corporation, whether or not available for dividends, a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

(d) To designate, by resolution passed by a majority of the whole Board, one or more committees of the Board, each committee to consist of two or more directors of the Corporation, which, to the extent provided in the resolution designating the committee or in the By-Laws of the Corporation, shall have and may exercise, subject to the provisions of the General Corporation Law of Delaware, the powers of the Board of Directors in the management of the business and affairs of the Corporation, including, without limitation, the powers of the Board of Directors referred to in Article IV hereof to effect, or which are related or incidental to, the redemption, mandatory purchase or sale, conversion or exchange of shares of the Corporation's capital stock, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be provided in the By-Laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

(e) To grant rights or options entitling the holders thereof to purchase from the Corporation shares of its capital stock of any class or series (to be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors). The terms upon which, the time or times at or within which, and the price or prices at which any such rights or options may be issued and any such shares may be purchased from the Corporation upon the exercise of any such right or option, shall be determined by the Board of Directors; *provided, however,* that no action shall be taken under this Paragraph (e) which would be contrary to, or result in any violation of, any provisions then in effect of any constitution, rule or regulation of, or any policy of, any of the various securities exchanges, boards of trade, commodities exchanges, clearing corporations or associations and/or other similar institutions with which the Corporation has membership privileges or other privileges or any rule or regulation of the Securities and Exchange Commission or any other governmental agency having jurisdiction. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the consideration for the issuance of such rights or options and for the issuance of shares of capital stock upon exercise thereof and the sufficiency of such consideration shall be conclusive. No such rights or options shall be invalidated or in any way affected by the fact that any director shall be a grantee thereof or shall vote for the issuance of such rights or options

to himself or for any plan pursuant to which he may receive any such rights or options.

(f) To adopt or assume such plans as may from time to time be approved by it for the purchase by officers or employees of the Corporation, and of any corporation either affiliated with or a subsidiary of the Corporation, of shares of capital stock of the Corporation of any series of either class thereof. The terms upon which, the time or times at or within which, and the price or prices at which shares may be purchased from the Corporation pursuant to such a plan shall be determined by the Board of Directors in the plan; *provided, however,* that no action shall be taken under this Paragraph (f) which would be contrary to, or result in any violation of, any provisions then in effect of any constitution, rule or regulation of, or any policy of, any of the various securities exchanges, boards of trade, commodities exchanges, clearing corporations or associations and/or other similar institutions with which the Corporation has membership privileges or other privileges or any rule or regulation of the Securities and Exchange Commission or any other governmental agency having jurisdiction. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the consideration for the issuance of such shares and the sufficiency thereof shall be conclusive. No such plan which is not at the time of adoption or assumption unreasonable or unfair shall be invalidated or in any way affected because any director shall be entitled to purchase shares of capital stock of the Corporation thereunder and shall vote for any such plan.

(g) To adopt or assume and carry out such plans, programs or grants as may from time to time be approved by it for the distribution among the officers or employees of the Corporation, and of any corporation either affiliated with or a subsidiary of the Corporation, or any of them, in addition to their regular salaries or wages, of part of the earnings of the Corporation in consideration for or in recognition of the services rendered by such officers or employees or as an inducement to future efforts. No such plan, program or grant which is not at the time of adoption or assumption unreasonable or unfair shall be invalidated or in any way affected because any director shall be a beneficiary thereunder or shall vote for any plan, program or grant under which he may benefit or for any distribution thereunder in which he may participate.

(h) To adopt or assume and carry out such pension, deferred compensation, profit-sharing or retirement plans as may from time

to time be approved by it, providing for pensions, deferred compensation, profit-sharing plan benefits or retirement income for officers or employees of the Corporation, and of any corporation either affiliated with or a subsidiary of the Corporation, in consideration for or in recognition of the services rendered by such officers or employees or as an inducement to future efforts. No such plan which is not at the time of adoption or assumption unreasonable or unfair shall be invalidated or in any way affected because any director shall be a beneficiary thereunder or shall vote for any plan under which he may benefit or for any distribution thereunder in which he may participate.

(i) To sell, assign, transfer or otherwise dispose of any membership privileges or other privileges which the Corporation may have with any securities exchange, commodities exchange, clearing corporation or association or other similar institution to a business entity, wherever organized, which is under common control with the Corporation, as a successor to the Corporation's aforesaid privileges.

(j) To exercise, in addition to the powers and authorities hereinbefore or by law conferred upon it, any such powers and authorities and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware and of this Certificate of Incorporation and to the By-Laws of the Corporation.

SECTION 2. *Reliance on Books.* A director shall be fully protected in relying in good faith upon the books of account of the Corporation or statements prepared by any of its officers, employees or agents or by independent public accountants as to the value and amount of the assets, liabilities and/or net profits of the Corporation or any other facts pertinent to the existence and amount of surplus or other funds with which the Corporation's capital stock might properly be purchased.

ARTICLE IX

MEETINGS OF STOCKHOLDERS AND DIRECTORS; CORPORATE BOOKS; ELECTION OF DIRECTORS; NOTICES

Meetings of holders of the capital stock of the Corporation and of the Board of Directors and of any committee thereof may be held outside the State of Delaware if the By-Laws shall so provide. Any

action required by the General Corporation Law of Delaware to be taken at any annual or special meeting of stockholders of the Corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all such shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting as provided by statute, if the By-Laws of the Corporation shall so provide. Except as otherwise provided by law, the books of the Corporation may be kept 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. The elections of directors need not be by ballot unless the By-Laws of the Corporation shall so provide. Any notice required by this Certificate of Incorporation or otherwise to be given to any person shall be sufficient when sent by first class mail or when delivered to the addressee in person.

ARTICLE X

TRANSACTIONS WITH DIRECTORS OR OFFICERS

No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, trust, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest or occupy a fiduciary capacity, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or trans-

action, or solely because his or their votes are counted for such purpose, if:

- (1) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or
- (2) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or
- (3) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, fiduciary or member of another corporation, partnership, joint venture, trust, membership association or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to

any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, fiduciary or member of another corporation, partnership, joint venture, trust, membership association or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery of the State of Delaware or such other court shall deem proper.

To the extent that any person referred to in the preceding two Paragraphs has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to therein, or in defense of any claim, issue or matter therein, he shall be indemnified against

expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

The Corporation may, to the extent deemed advisable by the Board of Directors, indemnify any person who is or was an employee or agent (other than a director or officer) of the Corporation, or is or was serving at the request of the Corporation as an employee or agent (other than a director, officer, fiduciary or member) of another corporation, partnership, joint venture, trust, membership association or other enterprise if such person would be entitled to such indemnity under the provisions of the preceding three Paragraphs if such person had been a director or officer of the Corporation or a director, officer, fiduciary or member of such other corporation, partnership, joint venture, trust, membership association or other enterprise.

Any indemnification under the first two Paragraphs or under the fourth Paragraph of this Article XI (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, fiduciary, member, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth therein. Such determination shall be made (1) by the Board of Directors of the Corporation by a majority vote of a quorum (as defined in the By-Laws of the Corporation) consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors of the Corporation in the manner provided in the next preceding Paragraph upon receipt of an undertaking by or on behalf of the director, officer, fiduciary, member, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article XI.

The indemnification provided by this Article XI shall not be deemed exclusive of any other rights to which an indemnified person may be entitled under any statute, By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, fiduciary, member, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, fiduciary, member, employee or agent of another corporation, partnership, joint venture, trust, membership association or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article XI or of the General Corporation Law of the State of Delaware.

For the purposes of this Article XI, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, fiduciary, member, employee or agent of another corporation, partnership, joint venture, trust, membership association or other enterprise, shall stand in the same position under the provisions of this Article XI with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

ARTICLE XII

COMPROMISE OR ARRANGEMENT BETWEEN CORPORATION AND ITS CREDITORS OR STOCKHOLDERS

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this

Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution, or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders, of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders, of this Corporation, as the case may be, agrees to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE XIII

RESERVATION OF RIGHT TO AMEND CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all the provisions of this Certificate of Incorporation and all rights and powers conferred in this Certificate of Incorporation on stockholders, directors and officers are subject to this reserved power.

The Undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, and accordingly has hereunto set his hand this 20th day of November, 1970.

MALCOLM R. WILLIAMSON, JR.
MALCOLM R. WILLIAMSON, JR.

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

BE IT REMEMBERED that on this 20th day of November, 1970, personally came before me, a Notary Public in and for the County and State aforesaid, MALCOLM R. WILLIAMSON, JR., the sole incorporator of the foregoing corporation, known to me personally to be such, and acknowledged the said Certificate of Incorporation to be his act and deed and that the facts therein stated are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

STEVEN R. NARKER (L.S.)
Notary Public

STEVEN R. NARKER
Notary Public, State of New York
No. 24-8099085
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1972