

# State of Idaho



## Department of State

### CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

**QUALITY ASSURANCE SYSTEM, INC.**

a corporation duly organized and existing under the laws of **California** has fully complied with Section 40, Article II of the Constitution, and with Sections 30-501 and 30-502 Idaho Code, by filing in this office on the **2nd** day of **September**

**1934**, a properly authenticated copy of its articles of incorporation, and on that day of **September** 19**34**, a designation of **E. S. Smith** in 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 laws 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 **2nd** day of **September**

A.D. 19**34**

Secretary of State

State of Delaware



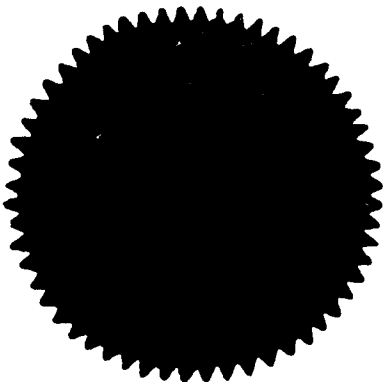
Office of Secretary of State.

*J. Elisha C. Dukes, Secretary of State of the State of Delaware,*  
do hereby certify that the above and foregoing pages numbered from 1 to 11, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "COMMERCIAL FACTORS CORPORATION", as received and filed in this office the seventh day of August, A.D. 1935, at 11 o'clock A.M.;

And I do hereby further certify that the above and foregoing pages numbered from 1 to 19, both numbers inclusive, is a true and correct copy of Certificate of Amendment of Certificate of Incorporation of the "COMMERCIAL FACTORS CORPORATION", as received and filed in this office the twenty-third day of August, A.D. 1965, at 10 o'clock A.M.

*In Testimony Whereof, I have hereunto set my hand*

and official seal at Dover this twenty-fifth day  
of August in the year of our Lord one thousand  
nine hundred and sixty-five.



*Elisha C. Dukes*

Secretary of State

*L. Glavin*

Ass't Secretary of State

CERTIFICATE OF INCORPORATION  
OF  
COMMERCIAL FACTORS CORPORATION

\* \* \* \* \*

FIRST: The name of the corporation is  
COMMERCIAL FACTORS CORPORATION.

SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

(a) To act as general commission merchants and selling agents; to buy, hold, own, manufacture, produce, sell and otherwise dispose of, either as principal or agent and upon commission or otherwise, all kinds of personal property whatsoever, without limit as to amount; to act as agent, attorney in fact, factor del credere or otherwise, or broker on commission or otherwise, for individuals, partnerships, joint stock associations or corporations, foreign or domestic; to make advances upon and to purchase accounts or other obligations created by the sale of merchandise of every nature and description, and to enter into contracts for the making of such advances; to finance the business of manufacturers, dealers, factors and agents, and in general to engage in the business of a factor, consignee, or commission merchant; to exercise all of the powers of factors, consignees and commission

merchants; to make and enter into all manner and kinds of contracts, agreements and obligations by or with any individual, partnership, joint stock association, or corporation for the purchasing, acquiring, manufacturing, repairing and selling of any articles of personal property of any kind or nature whatsoever; to aid and assist, promote and conserve the interests of, and afford facilities for the convenient transaction of business by its principals and patrons in all parts of the world, and generally with full power to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purposes of said business.

(b) As far as permitted by law, to act as agent, representative or attorney in fact, in any capacity or for any purpose, of any trust, corporation or association, foreign or domestic, or any firm or individual.

(c) To loan and advance moneys, securities and credits upon mortgages of real property and pledges of personal property, including merchandise and warehouse receipts for the same, and upon the assignment, pledge or transfer of book accounts, debts, accounts and bills receivable whether secured or unsecured.

(d) To purchase or otherwise acquire, hold, own, exchange, pledge, assign, sell or otherwise deal in and dispose of contracts, claims, accounts receivable, bills receivable, promissory notes and other securities, choses in action, obligations or evidences of indebtedness of any person, firm or corporation; to make advances upon such securities; to receive, hold and collect moneys for goods sold, labor performed or services rendered; to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures and other obligations.

(e) To buy, take, purchase or otherwise acquire and to own, hold, use, sell, convey, pledge, mortgage and otherwise dispose of, to import and export and to make consignments or bailments of, and to generally deal in and with all kinds of goods, wares, merchandise and personal property, both at wholesale and retail and either as principal or agent, and upon commission or otherwise.

(f) To purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, lease, make consignments or bailments of, deal in or deal with real and personal property of every class and description.

(g) To acquire and to pay for in cash, stock, bonds, debentures or other securities of this corporation, or otherwise, as the directors may determine, the good will, business, rights, property and assets, and to assume or undertake the whole or any part of the obligations or liabilities of any person, firm, trust, association, corporation or other organization engaged in the same or a similar business.

(h) To borrow money, with or without security, and to make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, bonds, debentures and other obligations and evidences of indebtedness of all kinds,



whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge, or otherwise, and to mortgage, pledge and hypothecate any stocks, bonds or other evidences of indebtedness and any other property, real or personal, held by it, and to enter into contracts of all kinds pertaining to the business of the corporation; only to the extent permitted to corporations organized under the General Corporation Law.

(i) To acquire by purchase, subscription, or otherwise, to hold, for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds, choses in action or other obligations or securities of any corporation or corporations, domestic or foreign; to merge or consolidate with any corporation as may be permitted by law; to aid in any manner any corporation whose stocks, bonds or other obligations are held by this corporation, or in which this corporation is in any way interested; and to do any other acts or things for the protection, preservation, improvement or enhancement of the value of any stocks, bonds, choses in action or other obligations or to do any acts or things designated for such purposes, and while the owner of any such stocks, bonds or other obligations to exercise all the rights, powers and privileges of ownership thereof and voting powers thereon; to guarantee the payment of dividends upon any stocks or the principal or interest or both of any bonds or other obligations and the performance of any other contracts of any of such corporations.

(j) To act as collecting agent for all persons and corporations whatsoever for the recovery, enforcement and collection of accounts, bills, debts, dues, demands and obligations and claims of all kinds subject to the provisions of the General Corporation Law, and to take assignments

of claims, notes, accounts receivable and other evidences of indebtedness, and to sue thereon in its own name, unless prohibited by law, and to establish, maintain and conduct a general collection business for the recovery, enforcement and collection of accounts, bills, debts, dues, payments, obligations and claims.

(k) To acquire in any lawful manner and to furnish information, statistics, facts and circumstances of or relating to or affecting the business, capital, debt, solvency, credit, responsibility, financial and commercial condition and standing of any and all individuals, firms, associations and corporations engaged in or connected with any business, occupation, industry or employment to persons, firms, partnerships, corporations and associations, and to dispose of, sell, lend, pledge, hire and use in any and all lawful ways all such information, statistics, facts and circumstances so obtained and acquired.

(l) To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise, and to sell the real and personal property, rights, privileges and franchises of the corporation wheresoever situated, acquired or to be acquired, and to sell or otherwise dispose of any or all of the same, all in such manner and upon such terms as the board of directors may deem proper.

(m) To conduct its business and have one or more offices; to carry on all or any of its operations and business and, unlimitedly and without restriction as to amount, to purchase and otherwise acquire, hold, own, mortgage, sell, convey, lease or otherwise dispose of real and personal property of every class and description in or out of this state and in any of the States, of the United States, and in

any and all foreign countries, subject to the laws of such state or country, as shall from time to time be found necessary and convenient for the purposes of the corporation's business.

(n) To carry on all or any part of the foregoing objects as principal or agent, or in connection or in conjunction with any person, firm, trust, corporation or other organization in any part of the world, and, in general, to do any and all things necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, either as holders of or interested in any property or otherwise; and in general to do any and all things and carry on any business incident to the foregoing, and to exercise all the powers conferred upon the corporation by the General Corporation Law of the State of Delaware or any other law that may be now or hereafter applicable to the corporation, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

(o) In general, to carry on any other similar business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the State of Delaware upon corporations formed under the Act hereinbefore referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

(p) To carry out and do all or any of the above objects and things in any part of the world as principals, agents, contractors, factors or otherwise, and by or through



agents, trustees, factors or otherwise, and to do all such other things as are incidental to or necessary for the objects for which the corporation is formed.

(q) The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation; it being the intention that the objects and powers specified in any of the clauses set forth above shall be in no way limited or restricted by reference to or inference from the terms of any other clause, but that the objects and powers specified in each of the clauses shall be regarded as independent objects and powers.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one hundred (100); all of such shares shall be without par value.

FIFTH: The amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.).

SIXTH: The names and places of residence of the incorporators are as follows:

NAMES	RESIDENCES
L. H. Herman	Wilmington, Delaware
W. T. Cunningham	Wilmington, Delaware
W. T. Hobson	Wilmington, Delaware.

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: 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.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

By resolution or resolutions, passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to 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 stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of any other corporation or corporations, as

its board of directors shall deem expedient and for the best interests of the corporation.

The corporation may in its by-laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

TENTH: 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 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, 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, agree to any compromise or arrangement and to any reorganization of this corporation as 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.

ELEVENTH: Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the board of directors.

TWELFTH: 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 to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 22nd day of July, A. D. 1935.

In presence of

*Harold Chantland*

*L. H. Helmer*

*W. J. Cunningham*

*W. T. Hobson*



STATE OF DELAWARE  
COUNTY OF NEW CASTLE

} ss:

BE IT REMEMBERED, That on this 22nd day of July A. D. 1935, personally came before me Harold E. Grantland, a Notary Public for the State of Delaware L. H. Herman, W. T. Cunningham and W. T. Hobson, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

*Harold E. Grantland*  
Notary Public



CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

\* \* \* \*

COMMERCIAL FACTORS CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of the Corporation, by the unanimous written consent of its members, filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendments to the Certificate of Incorporation of the Corporation:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended as follows:

1. Article "FIRST", as amended, shall be and read as follows:

"FIRST. The name of the corporation is  
QUALITY ADJUSTMENT SERVICE, INC."

2. Paragraph (a) of Article "THIRD", as amended, shall be and read as follows:

"(a) To engage, as independent adjusters acting for insurance carriers of all types and for representatives, attorneys-in-fact and agents of such carriers, in the business of adjusting losses and claims concerning all types and forms of insurance including but not limited to automobile, aviation, casualty, fidelity and surety, fire, health and accident, life, marine and inland



marine, nuclear energy, workmen's compensation and employer's liability, and, in connection therewith, on behalf of such persons, firms, associations, corporations, organizations and entities as shall employ it, to do any and all such things as shall or may be necessary or appropriate to adjust losses and claims or to assist or participate in the adjustment of losses and claims including, but without limitation, to investigate, inspect, recommend, report, settle, collect, pay, purchase, lend, compromise, make appraisals and assert and prosecute subrogation claims and to do any and all such things as shall or may be incidental to any or all of the foregoing acts, activities and business; provided, however, that the corporation will not insure risks of any kind or do any acts or conduct any business which in law would constitute insurance business for which a license as an insurer would be required, and further provided, however, the corporation shall not be authorized to exercise the functions of a regularly licensed attorney-at-law."

3. Paragraph (q) of Article "THIRD", as amended, shall be and read as follows:

"(q) The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation; it being the intention that the objects and powers specified in any of the clauses set forth above shall be in no way limited or restricted by reference to or inference from the terms of any other clause, but that the objects and powers specified in each of the clauses shall be regarded as independent objects and powers; provided, however, that the corporation shall not carry on any business or exercise any power in any state, territory or country which under the laws thereof the corporation may not lawfully carry on or exercise."

4. Article "FOURTH", as amended, shall be and read as follows:

"FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000); all of such shares to be without par value."

SECOND: That the capital of the Corporation will not be reduced under or by reason of said amendments.

THIRD: That said amendments have been consented to and authorized by the holder of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of Section 228 of The General Corporation Law of Delaware, and filed with the Corporation.

FOURTH: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of Delaware.

FIFTH: That when the aforesaid amendment shall have been effected by the filing of this Certificate of Amendment in the office of the Secretary of State of the State of Delaware and a copy thereof, certified by said Secretary of State, recorded in the Office of the Recorder of the County of New Castle in said State, all in accordance with the provisions of Section 242 of The General Corporation Law of Delaware, the Certificate of Incorporation of the Corporation, as hereby amended, shall be the exhibit hereto attached and marked "Amended Certificate of Incorporation", which is hereby made a part of this Certificate of Amendment; and on and after the date on which this Certificate of Amendment shall have been so filed and recorded, and until further amended as provided by law, said exhibit, separate and apart from this Certificate

of Amendment, shall be, and may be separately certified as,  
the Amended Certificate of Incorporation of the Corporation.

IN WITNESS WHEREOF, said Commercial Factors Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by Emil C. Chervenak, its President, and R. W. Tucker, its Secretary, this 19th day of August 1965.

COMMERCIAL FACTORS CORPORATION

By Emil C. Chervenak  
President

~~[Corporate Seal]~~

By R. W. Tucker  
Secretary

Attest:

R. W. Tucker  
Secretary

COMMERCIAL FACTORS CORPORATION  
CORPORATE SEAL  
DELAWARE - 1935

STATE OF NEW YORK, )  
 ) ss.:  
COUNTY OF NEW YORK, )

BE IT REMEMBERED that on this 19th day of August, A.D. 1965, personally came before me Doris McFalls, a Notary Public in and for the County and State aforesaid, Emil C. Chervenak, President of Commercial Factors Corporation, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said Emil C. Chervenak as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said corporation, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

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

DORIS McFALLS  
NOTARY PUBLIC  
STATE OF NEW YORK

Doris McFalls  
Notary Public

~~[Notary Seal]~~  
Doris McFalls  
Notary Public, State of New York  
No. 24-7827070 Qual. in Kings Co.  
Certificate filed in New York County  
Commission Expires March 30, 1966

AMENDED CERTIFICATE OF INCORPORATION

OF

QUALITY ADJUSTMENT SERVICE, INC.

\* \* \* \* \*

FIRST: The name of the corporation is

QUALITY ADJUSTMENT SERVICE, INC.

SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

(a) To engage, as independent adjusters acting for insurance carriers of all types and for representatives, attorneys-in-fact and agents of such carriers, in the business of adjusting losses and claims concerning all types and forms of insurance including but not limited to automobile, aviation, casualty, fidelity and surety, fire, health and accident, life, marine and inland marine, nuclear energy, workmen's compensation and employer's liability, and, in connection therewith, on behalf of such persons, firms, associations, corporations, organizations and entities as shall employ it, to do any and

all such things as shall or may be necessary or appropriate to adjust losses and claims or to assist or participate in the adjustment of losses and claims including, but without limitation, to investigate, inspect, recommend, report, settle, collect, pay, purchase, lend, compromise, make appraisals and assert and prosecute subrogation claims and to do any and all such things as shall or may be incidental to any or all of the foregoing acts, activities and business; provided, however, that the corporation will not insure risks of any kind or do any acts or conduct any business which in law would constitute insurance business for which a license as an insurer would be required, and further provided, however, the corporation shall not be authorized to exercise the functions of a regularly licensed attorney-at-law.

(b) As far as permitted by law, to act as agent, representative or attorney in fact, in any capacity or for any purpose, of any trust, corporation or association, foreign or domestic, or any firm or individual.

(c) To loan and advance moneys, securities and credits upon mortgages of real property and pledges of personal property, including merchandise and warehouse receipts for the same, and upon the assignment, pledge or transfer of book accounts, debts, accounts and bills receivable whether secured or unsecured.



(d) To purchase or otherwise acquire, hold, own, exchange, pledge, assign, sell or otherwise deal in and dispose of contracts, claims, accounts receivable, bills receivable, promissory notes and other securities, choses in action, obligations or evidences of indebtedness of any person, firm or corporation; to make advances upon such securities; to receive, hold and collect moneys for goods sold, labor performed or services rendered; to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures and other obligations.

(e) To buy, take, purchase or otherwise acquire and to own, hold, use, sell, convey, pledge, mortgage and otherwise dispose of, to import and export and to make consignments or bailments of, and to generally deal in and with all kinds of goods, wares, merchandise and personal property, both at wholesale and retail and either as principal or agent, and upon commission or otherwise.

(f) To purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, lease, make consignments or bailments of, deal in or deal with real and personal property of every class and description.

(g) To acquire and to pay for in cash, stock, bonds, debentures or other securities of this corporation,

or otherwise, as the directors may determine, the good will, business, rights, property and assets, and to assume or undertake the whole or any part of the obligations or liabilities of any person, firm, trust, association, corporation or other organization engaged in the same or a similar business.

(h) To borrow money, with or without security, and to make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, bonds, debentures and other obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge, or otherwise, and to mortgage, pledge and hypothecate any stocks, bonds or other evidences of indebtedness and any other property, real or personal, held by it, and to enter into contracts of all kinds pertaining to the business of the corporation; only to the extent permitted to corporations organized under the General Corporation Law.

(1) To acquire by purchase, subscription, or otherwise, to hold, for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds, choses in action or other obligations or securities of any corporation or corporations, domestic or foreign; to merge or consolidate with any cor-

poration as may be permitted by law; to aid in any manner any corporation whose stocks, bonds or other obligations are held by this corporation, or in which this corporation is in any way interested; and to do any other acts or things for the protection, preservation, improvement or enhancement of the value of any stocks, bonds, choses in action or other obligations or to do any acts or things designated for such purposes, and while the owner of any such stocks, bonds or other obligations to exercise all the rights, powers and privileges of ownership thereof and voting powers thereon; to guarantee the payment of dividends upon any stocks or the principal or interest or both of any bonds or other obligations and the performance of any other contracts of any of such corporations.

(j) To act as collecting agent for all persons and corporations whatsoever for the recovery, enforcement and collection of accounts, bills, debts, dues, demands and obligations and claims of all kinds subject to the provisions of the General Corporation Law, and to take assignments of claims, notes, accounts receivable and other evidences of indebtedness, and to sue thereon in its own name, unless prohibited by law, and to establish, maintain and conduct a general collection business for the recovery, enforcement and collection of accounts, bills, debts, dues, payments,

obligations and claims.

(k) To acquire in any lawful manner and to furnish information, statistics, facts and circumstances of or relating to or affecting the business, capital, debt, solvency, credit, responsibility, financial and commercial condition and standing of any and all individuals, firms, associations and corporations engaged in or connected with any business, occupation, industry or employment to persons, firms, partnerships, corporations and associations, and to dispose of, sell, lend, pledge, hire and use in any and all lawful ways all such information, statistics, facts and circumstances so obtained and acquired.

(l) To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or lien on any or all of the real and personal property, rights, privileges and franchises of the corporation wheresoever situated, acquired or to be acquired, and to sell or otherwise dispose of any or all of the same, all in such manner and upon such terms as the board of directors may deem proper.

(m) To conduct its business and have one or more offices; to carry on all or any of its operations and business and, unlimitedly and without restriction as to amount,

to purchase and otherwise acquire, hold, own, mortgage, sell, convey, lease or otherwise dispose of real and personal property of every class and description in or out of this state and in any of the States, of the United States, and in any and all foreign countries, subject to the laws of such state or country, as shall from time to time be found necessary and convenient for the purposes of the corporation's business.

(n) To carry on all or any part of the foregoing objects as principal or agent, or in connection or in conjunction with any person, firm, trust, corporation or other organization in any part of the world, and, in general, to do any and all things necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, either as holders of or interested in any property or otherwise; and in general to do any and all things and carry on any business incident to the foregoing, and to exercise all the powers conferred upon the corporation by the General Corporation Law of the State of Delaware or any other law that may be now or hereafter applicable to the corporation, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

(o) In general, to carry on any other similar business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the State of Delaware upon corporations formed under the Act hereinbefore referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

(p) To carry out and do all or any of the above objects and things in any part of the world as principals, agents, contractors, factors or otherwise, and by or through agents, trustees, factors or otherwise, and to do all such other things as are incidental to or necessary for the objects for which the corporation is formed.

(q) The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation; it being the intention that the objects and powers specified in any of the clauses set forth above shall be in no way limited or restricted by reference to or inference from the terms of any other clause, but that the objects and powers specified in each of the clauses shall be regarded as independent objects and powers; provided, however, that the corporation shall not carry on any business or exercise any power in any state, territory or country which



under the laws thereof the corporation may not lawfully carry on or exercise.

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

FIFTH: The amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.).

SIXTH: The names and places of residence of the incorporators are as follows:

NAMES	RESIDENCES
L. H. Herman	Wilmington, Delaware
W. T. Cunningham	Wilmington, Delaware
W. T. Hobson	Wilmington, Delaware.

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: 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.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

By resolution or resolutions, passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to 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 stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the

written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

The corporation may in its by-laws confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

TENTH: 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 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this

corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, 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, agree to any compromise or arrangement and to any reorganization of this corporation as 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.

ELEVENTH: Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the provisions of the statutes), outside of the State of Delaware at such places as may be from time to time designated by the board of directors.

TWELFTH: 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 to do business both within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 22nd day of July, A. D. 1935.

In presence of  
Harold E. Grantland

L. H. Herman (SEAL)

W. T. Cunningham (SEAL)

W. T. Hobson (SEAL)

STATE OF DELAWARE        }  
COUNTY OF NEW CASTLE } ss:

BE IT REMEMBERED, That on this 22nd day of July A. D. 1935, personally came before me Harold E. Grantland, a Notary Public for the State of Delaware L. H. Herman, W. T. Cunningham and W. T. Hobson, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Harold E. Grantland  
Notary Public

HAROLD E. GRANTLAND  
NOTARY PUBLIC  
APPOINTED JAN. 11, 1935  
STATE OF DELAWARE  
TERM TWO YEARS