

State of Idaho

Department of State

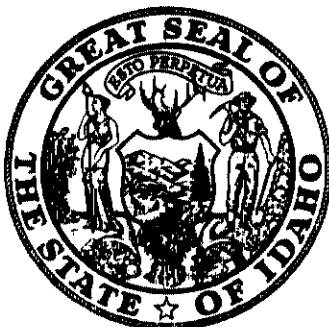
CERTIFICATE OF AUTHORITY OF

MDS OF NEW JERSEY, INC.

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

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

Dated: October 30, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

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

OCT 30 10 30 AM '92
SECRETARY OF STATE

1. The name of the corporation is MDS of New Jersey, Inc.

2. The name which it shall use in Idaho is MDS of New Jersey, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of New Jersey

4. The date of its incorporation is June 1, 1988 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

301 Gibraltar Drive, Suite 2A, Morris Plains, NJ 07950

6. The address to which correspondence should be addressed, if different from that in item 5.

N/A

7. The street address of its proposed registered office in Idaho is 300 N. 6th Street

Boise, Idaho, 93701, and the name of its proposed

registered agent in Idaho at that address is CT Corporation System

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Market Annuities and Mutual Funds through Financial Institutions.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Robert Leonard</u>	<u>Chairman</u> <u>New Jersey</u>	<u>12 Underwood Dr., W. Orange, NJ</u>
<u>Wayne Monteith</u>	<u>President</u> <u>New Jersey</u>	<u>12 Underwood Dr., W. Orange, NJ</u>
<u>William Monteith</u>	<u>Exec. VP</u> <u>New Jersey</u>	<u>60 McNab Ave, Cedar Knolls, NJ</u>
<u>James J. Morrissey</u>	<u>Secretary</u> <u>New Jersey</u>	<u>38 PkSt. Apt18D, Florham Pk, NJ</u>
<u>Edward Capozzi</u>	<u>Exec VP</u> <u>New Jersey</u>	<u>10 Stony Brook Dr., N.Caldwell, NJ</u>
<u>All 5 listed above are directors</u>		

(continued on reverse)

Name

Office

Address

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

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 10/23/92

MDS of New Jersey, Inc.

(Corporation Name)

By Wayne T. Monteth, President

(Its President/Vice President (please specify))

and Diane L. Wetzel
Its Secretary/Assistant Secretary (please specify)

STATE OF New Jersey)
COUNTY OF Monmouth) ss:

I, Susan M. Wetzel, a notary public, do hereby certify that on this 23rd day of October, 19 92, personally appeared before me Wayne T. Monteth, who being by me first duly sworn, declared that (s)he is the President of MDS of New Jersey, Inc.

that (s)he signed the foregoing document as President of the corporation and that the statements therein contained are true.

SUSAN M. WETZEL
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Oct. 6, 1997
ID. No. 2035310

Susan M. Wetzel
Notary Public



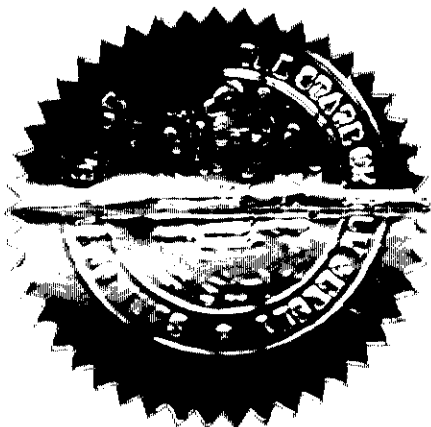
Department of State

MDS OF NEW JERSEY, INC.

I, the Secretary of State of the State of New Jersey, DO HEREBY CERTIFY that the records of this office show that the charter of the above-named corporation was filed in this office on the 1st day of June A.D. 1988.

I FURTHER CERTIFY, that so far as the records of this office show, said corporation has never been dissolved by action of its stockholders, nor has its charter been voided for non-payment of State taxes by Proclamation and now continues as an existing corporation within the State of New Jersey. At the time of the issuance of this certificate Annual Reports are current.

I FURTHER CERTIFY, that the location of the registered office is 301 Gibraltar Drive Morris Plains, New Jersey 07950 and the registered agent is Wayne Monteith



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton this 20th day of October A.D. 1992.

Manuel J. Halton
 SECRETARY OF STATE