



Department of State.

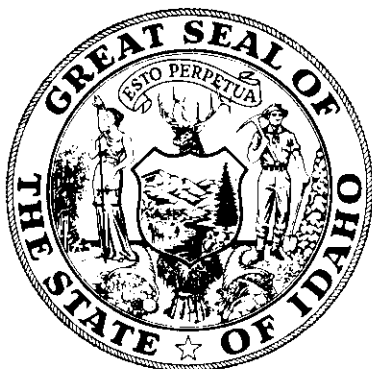
**CERTIFICATE OF AUTHORITY
OF**

MENGEL, McCABE & CO., INC.

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

Dated October 29, 1982



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

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

1. The name of the corporation is MENGEL, MCCABE & CO., INC.
2. *The name which it shall use in Idaho is MENGEL, MCCABE & CO., INC.
3. It is incorporated under the laws of New York
4. The date of its incorporation is November 16, 1977 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 One Rockefeller Plaza, New York, N.Y. 10020
6. The address of its proposed registered office in Idaho is 2309 Mountain View Drive
Boise, Idaho 83704, and the name of its proposed registered agent in Idaho at that address is JAKE W. PETERSON
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
to engage in any and all phases of the securities business
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
See annexed sheet		

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

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
20,000	Common	\$1.00 par value per share

(continued on reverse)

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

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10,000	Common	\$1.00 par value per share

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

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

Dated October 20, 19 82.

Mengel, McCabe & Co., Inc.

By

[Signature]

Its _____ President

and

Francis D. Everett Jr

Its _____ Secretary

STATE OF New York)

)ss:

COUNTY OF New York)

I, Jane F. Graham, a notary public, do hereby certify that on this 20 day of October, 19 82, personally appeared before me Francis D. Everett Jr, who being by me first duly sworn, declared that he is the Secretary of Mengel, McCabe & Co., Inc.

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

Jane F. Graham
Notary Public
New York
State
Commission Expires
12/31/84

Jane F. Graham

Notary Public

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

RESPONSE TO ITEM 8 OF APPLICATION FOR CERTIFICATE OF AUTHORITY

The names, addresses and titles of the officers are as follows:

Philip R. Mengel	President, Treasurer	One Rockefeller Plaza, N.Y.,N.Y. 10020
Francis D. Everett	Vice Pres., Secretary	One Rockefeller Plaza, N.Y.,N.Y. 10020
John Gregory Van Schaack	Vice President	One Rockefeller Plaza, N.Y.,N.Y. 10020

The names and addresses of the Directors are as follows:

Philip R. Mengel	One Rockefeller Plaza, New York, N.Y. 10020
Francis D. Everett	One Rockefeller Plaza, New York, N.Y. 10020
John R. Purcell	One Rockefeller Plaza, New York, N.Y. 10020
Peter M. Fass	1345 Avenue of the Americas, Suite 2600, N.Y., N.Y. 10105
Edward E. Matthews	102 Maiden Lane, New York, New York 10005
Charles Leonard Gordon	625 Park Avenue, New York, New York 10021

State of New York
Department of State

ss.:

54706

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

6. 10 1982

Clark P. Hill III

Acting Secretary of State

G101961-004

OK

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THE UNDERSIGNED, being of the age of eighteen years or over, for the purposes of forming a corporation pursuant to Section 402 of the Business Corporation Law of New York, does hereby certify:

FIRST: The name of the corporation is:

FIDELIS CAPITAL CORP.

SECOND: The purposes for which it is formed are:

To carry on, in its own behalf and in behalf of others, whether as agents, consultants, advisers, independent contractors, or otherwise, a general investment and management advisory business relating to investments and the operation of business, plants, properties, real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof, and without limiting the generality of the foregoing, to act as an investment advisor and management service corporation to any corporation organized or serving as an investment company within the meaning of the Investment Company Act of 1940, as amended, and as in effect from time to time, or any other federal securities laws, to the fullest extent permitted by applicable state and federal laws;

~~SECRET~~ To maintain executive and operating personnel for the purpose of advising and assisting others in all matters relating to investments and the management and operation of businesses and other properties of every kind. To furnish business investment and management plans and programs, to formulate policies and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties and investments. To buy and sell on its own behalf and on behalf of others in connection with the operation, management and development of individual and corporate businesses, projects and developments. To conduct research and to

investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investments, both for its own account and as agent for others.

To engage in consultant and advisory work in connection with the organization, financing, management, operation and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership or individual for management, conduct, operation and supervision of all kinds of investments and businesses. To advertise, promote, merchandise and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms or corporations engaged in like or similar activities; and generally to exploit the services and objects of the corporation by all lawful means.

To engage in and carry on the business of brokers and dealers in securities of every kind, character and description whatsoever; to underwrite and distribute on behalf of itself and of others, securities of every kind, character and description whatsoever and to participate with others in any such underwriting or distribution; to negotiate private placements of any such securities; to do a general securities business in all branches thereof to the full extent permitted by law, including, without limiting the generality of the foregoing, a general brokerage, underwriting and investment business, and to do any and all things which may be useful in connection with or incidental to the conduct of such business and, whether or not in connection therewith, to purchase, subscribe for, borrow, acquire, hold, sell, distribute, exchange, assign, transfer, lend, mortgage, pledge, hypothecate, guarantee, deal in or otherwise affect any and all transactions of every kind, character and description whatsoever in or with respect to such securities, and with respect to foreign exchange, acceptances and commercial paper of every kind, character and description whatsoever.

To have, in furtherance of the corporate purposes, all of the powers conferred upon corporations organized under the Business Corporation Law of New York subject to any limitations thereof contained in this Certificate of Incorporation or in the laws of the State of New York.

THIRD: The office of the corporation is to be located in the City of New York, County of New York, State of New York.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Twenty Thousand (20,000) shares all of which are of the par value of One Dollar (\$1.00) per share.

FIFTH: Any action required or permitted to be taken by the board of directors of the corporation or of any committee thereof may be taken without a meeting, if all members of said board, or of any committee thereof, consent in writing to the adoption of a resolution authorizing the action.

Any one or more members of the board of directors of the corporation, or of any committee thereof, may participate in a meeting of said board, or of any such committee, by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

SIXTH: Except as may otherwise be specifically provided in this Certificate of Incorporation, no provision of this Certificate of Incorporation is intended by the corporation to be construed as limiting, prohibiting, denying, or abrogating any of the general or specific powers or rights conferred under the Business Corporation Law of New York upon the corporation, upon its shareholders, bondholders, and security holders, and upon its directors, officers, and other corporate personnel, including, in particular, the power of the corporation to furnish indemnification to directors and officers in the capacities defined and prescribed by the Business Corporation Law of New York and the defined and prescribed rights of said persons to indemnification as the same are conferred by the Business Corporation Law of New York.

SEVENTH: No shareholder shall be entitled as a matter of right, to subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, or any bonds, debentures or other securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the board of directors to such persons and on such terms as, in its discretion, it shall deem advisable.

EIGHTH: The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is c/o CT Corporation Company, 277 Park Avenue, New York, New York 10017.

NINTH: The name and address of the registered agent which is to be the agent of the corporation upon whom process against it may be served, is CT Corporation Company, 277 Park Avenue, New York, New York 10017.

TENTH: The duration of the corporation is to be perpetual.

ELEVENTH: The fiscal year for the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

IN WITNESS WHEREOF, I have made and signed this Certificate of Incorporation this 10th day of November, 1977 and I affirm the statements contained therein as true under penalties of perjury.

Susan Mamelok
Susan Mamelok, Incorporator
299 Park Avenue
New York, N. Y. 10017

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

On this 10th day of November, 1977, before me personally came Susan Mamelok to me known and known to me to be the person described in and who executed the foregoing Certificate of Incorporation and she duly acknowledged to me that she executed the same.

Busan Neme Masone
Notary Public

BUSAN NEMEC MASONE
NOTARY PUBLIC, State of New York
No. 30-4627107
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1978

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CERTIFICATE OF INCORPORATION

OF

FIDELIS CAPITAL CORP.

Under Section 402 of the Business

Corporation Law

11/10

10/10

STATE OF NEW YORK
DEPARTMENT OF STATE
TAX : 10
FILING FEE : 100
FILED NOV 16 1977

Handwritten signature

Handwritten signature

Gordon Hurwitz Butowsky Baker
Wetizen & Shalov
299 Park Avenue
New York, NY 10017
Attention: Ms. Susan Memelak

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State of New York }
Department of State }

ss.:

54717

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on OCT 17 1990



Acting Secretary of State

G101961-004

17

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

FIDELES CAPITAL CORP.

449484
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

We, the undersigned, Philip R. Mengel and Edward J. McCabe, Jr., being respectively the President and the Secretary of FIDELES CAPITAL CORP. (the "Corporation"), hereby certify:

1. The name of the Corporation is FIDELES CAPITAL CORP.

2. The Certificate of Incorporation of said Corporation was filed by the Department of State on the 16th day of November, 1977.

3. (a) The Certificate of Incorporation is amended to change the name of the Corporation from FIDELES CAPITAL CORP. to MENGEL, McCABE & CO., INC., pursuant to Section 801 of the Business Corporation Law of the State of New York.

(b) To effect the foregoing, Paragraph "First" relating to the name of the Corporation is hereby amended to read as follows:


"FIRST: The name of the Corporation is
MENGEL, McCABE & CO., INC.

4. The amendment was authorized by the Unanimous
Written Consent of the Directors and Shareholders.

IN WITNESS WHEREOF, we have signed this certificate
on the 9th day of December, 1977, and we affirm the statements
contained therein as true under penalties of perjury.



PHILIP A. MENGEL, President



EDWARD J. McCABE, JR., Secretary

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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

FIDELES CAPITAL CORP.

5/27/73

11/16/77

STATE OF NEW YORK
DEPARTMENT OF STATE
TAX 1 None
FILING YEAR 82

FILED DEC 13 1977

Handwritten signature

Handwritten signature

Handwritten signature

Gordon Hurwitz Butowsky
Baker Weitzen & Shalov
299 Park Avenue
New York, N. Y. 10017

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11/16/77

12/12/77

3