



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

THIRD WORCHESTER PROPERTIES, INC.

a corporation duly organized and existing under the laws of **New York** 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 **3rd** day of **October** 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **3rd** day of **October** 19 **62**, a designation of **J.I.Eberle** or **T.H.Eberle** or **W.D.Eberle** 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 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 **Third** day of **October**, A.D. 19 **62**.

Secretary of State.

"CERTIFICATE OF INCORPORATION"

of

THIRD DORCHESTER PROPERTIES, INC.

Pursuant to Article Two of the Stock Corporation Law

We, the undersigned, for the purpose of forming a corporation pursuant to Article Two of the Stock Corporation Law of the State of New York, do hereby make, subscribe and acknowledge this certificate for that purpose, as follows:

FIRST: The name of the corporation shall be

THIRD DORCHESTER PROPERTIES, INC.

SECOND: (a) The purposes for which the Corporation is formed, are as follows:

1. As principal, agent or broker, and on commission or otherwise, to take, buy, purchase, exchange, hire, take on lease and sublease, and otherwise acquire real estate, real property and leaseholds, either improved or unimproved, and any and all interests and rights therein and thereto, located in any part of the world, and to own, hold, possess, occupy, use, operate, improve, mortgage and otherwise encumber, sell, assign, transfer, convey, lease, sublease and otherwise dispose of, control, maintain, manage, develop and generally deal in and with the same, and to enter, conduct and carry on the business of a real estate broker and the business of a real estate agent and dealer, in all the branches and departments thereof, to such extent as a stock corporation organized under the laws of the State of New York may then lawfully do.

2. To purchase, lease and otherwise acquire, erect, construct, make, maintain, improve, rebuild, enlarge, alter, equip, furnish, operate, manage, control, sell, mortgage, lease and otherwise dispose of and turn to account, and aid in or subscribe toward, the erection, construction, making, improvement, maintenance and operation of, any and all kinds of offices, buildings, plants, stores, shops, works and structures of every kind and description.

3. To make, manufacture, compound, construct, extract, produce, prepare, refine, acquire, experiment with, hold, use, equip, repair, remodel, develop, improve, operate, buy, sell, lease, hire, pledge, mortgage, install, import, export, speculate in and generally deal in and with any and all kinds of personal property and any and all interests and rights therein and thereto without limitation as to type or amount.

4. To such an extent as a stock corporation organized under the laws of the State of New York may then lawfully do, but not otherwise, to purchase, subscribe for and otherwise acquire, underwrite, obtain an interest in, own, hold, mortgage, pledge, hypothecate, assign, deposit, create trusts with respect to, sell, exchange, trade and otherwise dispose of, and in all ways deal in and with, all forms of securities, including (without limiting the generality of the foregoing) stocks, shares, voting trust certificates, bonds, mortgages, debentures, notes, evidences of indebtedness, certificates of indebtedness, certificates of interest, part-paid receipts and allotment certificates, land trust certificates, warrants, rights, scrip, commercial paper (except bills of exchange), choses in action and other obligations and securities of any nature howsoever evidenced, issued or created by any government, state, territory, district, municipality or other political or governmental division or subdivision, body politic, corporation, association, partnership, joint venture, firm, trustee, syndicate, individual, combination, organization or entity whatsoever, located in and organized under the laws of any part of the world; to acquire and become interested in any such securities by original subscription, underwriting, participation in syndicates and otherwise, conditionally or otherwise, and either with a view to investment or for resale or for any other lawful purpose, and irrespective of whether fully paid or subject to further payments or assessments; to exercise in respect of any such securities any and all rights, powers and privileges of individual ownership and interest therein, including the right to vote thereon and to consent and to otherwise act with respect thereto; to pay any assessments that may be levied upon any such securities; to receive, collect and dispose of interest, dividends, rights, profits, income and emoluments of any kind whatsoever from any such securities and transactions; and to do any and all acts and things for the preservation, protection, improvement and enhancement in value of any such securities, or designed to accomplish any such purpose, and to aid by loan, subsidy, guaranty or in any other manner those issuing, creating or responsible for any of such securities.

5. To purchase, hold, cancel, reissue, sell, re-sell, pledge, transfer and otherwise dispose of shares of its own capital stock (so far as may be permitted by law) and its own bonds, debentures, notes, warrants, rights, scrip or other obligations or securities of any nature, howsoever evidenced.

6. To promote, finance, aid and assist financially and otherwise, any body politic, corporation, association, partnership, joint venture, firm, trustee, syndicate, individual, combination, organization or other entity, located in or organized under the laws of any part of the world, any stock or security of which is held directly or indirectly by or for the Corporation, or in the business, financing or welfare of which the Corporation shall have any interest; and in connection therewith to guarantee or become surety for the performance of any undertaking or obligation of any such entity, and to guarantee by endorsement or otherwise the payment of the principal of or interest or dividends on or sinking fund payments with respect to any such security of any such entity or any other payments whatsoever to be made by it; and to join in any reorganization with respect to any such entity; all to the extent that the same may be permitted by the laws pursuant to which the Corporation is formed or by any other law now or hereafter applicable to the Corporation.

7. To promote, institute, enter into, conduct, perform, assist or participate in every kind of commercial, mercantile, manufacturing, mining, natural resources extracting, industrial or any other enterprise, business, work, contract, undertaking, venture and operation in any part of the world in conjunction with and in connection with its other businesses; and for any such purpose to purchase, lease and otherwise acquire, take over, hold, sell, liquidate and otherwise dispose of real estate, plants, equipment, inventory, merchandise, services, materials, stock, good will, rights, franchises, patents, trade-marks and trade names and other properties and assets of corporations, associations, partnerships, joint ventures, firms, trustees, syndicates, individuals, combinations, organizations and other entities located in or organized under the laws of any part of the world; to such extent as a corporation organized under the Stock Corporation Law of the State of New York may then lawfully do, to continue, alter, extend and develop their business, assume their liabilities, guarantee or become surety for the performance of their obligations, reorganize their capital and participate in any way in their affairs; and to take over as a going concern and to continue in its own name any business so acquired the operation of which would be permitted under any provision of this certificate; all to the extent that the same lawfully may be permitted by the laws pursuant to which the Corporation is formed or by any other law now or hereafter applicable to the Corporation.

8. To conceive, develop, adopt, apply for, obtain, register, purchase, lease, take licenses with respect to and otherwise acquire, to maintain, protect, hold, own, use, operate, introduce, exercise, exploit and otherwise control, to pledge, sell, assign, grant, grant licenses and other rights with respect to, and otherwise dispose of and to generally deal in and with any ideas, copyrights, trade-marks, trade names, advertising catchwords, designs, labels, picturization, distinctive marks, merchandising plans, inventions, improvements, processes, patents, applications for patents, formulae, licenses, and similar rights of any and all kinds, whether or not granted, registered or established by or under the laws of the United States or of any state, country or place.

9. For any purpose, upon any terms and without limit, to borrow or raise money and to issue, draw, make, accept, sell and dispose of bonds, debentures, notes, drafts, warrants, certificates of indebtedness, certificates of interest and other obligations and securities of the Corporation, secured or unsecured and howsoever evidenced, and as security therefor to mortgage, pledge, convey, assign in trust or grant any charge or impose any lien upon all or any part of the real or personal property, rights, interests or franchises of the Corporation, whether owned by it at the time or thereafter acquired, or to give other security therefor.

10. To pay for any property, securities, rights or interests acquired by or services performed for the Corporation in cash or other property, rights or interests held by the Corporation, or by issuing and delivering in exchange therefor its own stock, bonds, debentures, notes, warrants for stock, certificates of indebtedness or other obligations or securities howsoever evidenced.

11. In connection with any sale, conveyance, issue or exchange, permitted by law, of its own securities or of all, or any interest in or part of, the property, rights, privileges and franchises of the Corporation, including its good will, to accept payment therefor in whole or in part in property consisting of or including stock, bonds, debentures, notes, warrants for stock, certificates of indebtedness or other obligations or securities, howsoever evidenced, of any corporation, joint stock company, trust, firm or association.

12. To carry on all or any part of its business, objects or purposes as principal, factor, agent, broker, dealer, commission merchant, selling agent, contractor or otherwise, either alone or associated with any corporation, association, partnership, joint venture, firm, trustee, syndicate, individual, combination, organization or entity whatsoever, located in or organized under the laws of any part of the world.

13. In carrying on its business and for the purpose of furthering its objects and purposes, to enter into and perform agreements and contracts of any nature with any government, state, territory, district, municipality, political or governmental division or subdivision, body political, corporation, association, partnership, joint venture, firm, trustee, syndicate, individual, combination, organization or entity whatsoever, located in or organized under the laws of any part of the world.

14. To conduct its business in any and all branches thereof, so far as permitted by law, in the State of New York and in any other part of the world, and to maintain one or more offices and agencies either within the State of New York or in any other part of the world.

15. To do any or all things herein set forth to the same extent and as fully as natural persons might or could do, and to do any and all other acts and things necessary, appropriate or convenient for the furtherance of or incidental to the business, objects and purposes herein enumerated and for the exercise of the powers herein conferred, and to do all such acts and things, either directly or through subsidiaries, agents or others.

16. To do each and every necessary, suitable, convenient or proper thing for the accomplishment of any of the purposes and the attainment of any and all of the objects hereinbefore enumerated or incidental to the powers herein named, or which shall at any time appear conducive thereto or expedient for the protection or benefit of the Corporation, either as holder of or as interested in any property or otherwise.

(b) The foregoing clauses shall be construed as purposes, objects and powers, and the matters expressed in each clause shall not be limited in any way, except as otherwise expressly provided, by reference to or inference from the terms of any other clause (or any other matter within the same clause), but shall be regarded as independent

purposes, objects and powers. The enumeration of specified purposes, objects and powers shall not be considered to exclude, limit or restrict in any manner any power, right or privilege given to the Corporation by law, or to limit or restrict the meaning of the general terms of such clauses, or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

(c) Nothing herein contained shall be construed as giving the Corporation any rights, powers or privileges not permitted to it by law, but the occurrence within any of the foregoing clauses of any purpose, power or object prohibited by the laws of the State of New York or of any other State, or of any territory, dependency or foreign country, in which the Corporation may carry on business, shall not invalidate any other purpose, power or object not so prohibited, by reason of its contiguity or apparent association therewith.

THIRD: The amount of the capital stock of the Corporation shall be Five Thousand Dollars (\$5,000) consisting of Five Thousand (5,000) shares of the par value of One Dollar (\$1.00) each.

FOURTH: The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served. The office of the Corporation shall be located in the City of New York, County of New York, State of New York, and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the Corporation which may be served upon him is: Room 332, 120 Broadway, New York 5, New York.

FIFTH: The duration of the Corporation shall be perpetual.

SIXTH: The number of directors of the Corporation shall be not less than three nor more than seven and the number of directors to be chosen within such limits shall be fixed by the by-laws of the Corporation. No director need be a stockholder. Any director may be removed from office either for or without cause at any time by a majority of the total number of votes of the outstanding shares of common stock of the Corporation, cast at a meeting of the stockholders called for the purpose.

SEVENTH: The names and post-office addresses of the directors, until the first annual meeting of the stockholders, are as follows:

<u>NAMES</u>	<u>POST-OFFICE ADDRESSES</u>
Albert P. Squier	20 Broad Street, New York 5, N.Y.
Edith M. Squier	20 Broad Street, New York 5, N.Y.
La Verne D. Huffman	20 Broad Street, New York 5, N.Y.

EIGHTH: The name and post-office address of the subscribers of this Certificate of Incorporation and a statement of the number of shares of which each agrees to take in the Corporation, are as follows:

<u>NAMES</u>	<u>POST-OFFICE ADDRESSES</u>	<u>NO. OF SHARES</u>
Albert P. Squier	20 Broad Street, New York 5, N.Y.	1
Edith M. Squier	20 Broad Street, New York 5, N.Y.	1
La Verne D. Huffman	20 Broad Street, New York 5, N.Y.	1

NINTH: All the subscribers of this Certificate of Incorporation are of full age, at least two-thirds of them are citizens of the United States of America and at least one of them is a resident of the State of New York; and at least one of the persons named as a director is a citizen of the United States of America and a resident of the State of New York.

TENTH: In case the Corporation enters into contracts or transacts business with one or more of its directors, or with any firm or association of which one or more of its directors are members or employees, or with any other corporation or association of which one or more of its directors are stockholders, directors, officers or employees, such contract or transaction shall not be invalidated or in anywise affected by the fact that such director or directors have or may have interests therein which are or might be adverse to the interest of

the Corporation, even though the vote of the director or directors having such adverse interest shall have been necessary to obligate the Corporation upon such contract or transaction, provided, however, that in any such case the fact of such interest shall be disclosed or known to the other directors or stockholders acting upon or in reference to such contract or transaction. No director or directors having such disclosed or known adverse interest shall be liable to the Corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon. The provisions of this Article TENTH shall not be construed to invalidate or in any way affect any contract or other transaction which otherwise would be valid under the common or statutory law applicable thereto.

ELEVENTH: 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.

TWELFTH: (a) The Board of Directors of the Corporation shall have authority to authorize the issuance from time to time, without any vote or other action by the stockholders, of all or any shares of the stock of the Corporation of any class now or hereafter authorized and any securities convertible into or exchangeable for any such shares (whether such shares or securities be unissued, or issued and thereafter acquired by the Corporation), in each case to such corporations, associations, partnerships, joint ventures, individuals or others, for such consideration and on such terms as the Board of Directors from time to time in its discretion lawfully may fix and determine, without offering the same or any part thereof to the holders of any stock of the Corporation of any class now or hereafter authorized. In the discretion of the Board of Directors any such shares or securities may be offered from time to time to the holders of any class or classes of stock to the exclusion of the holders of any or all other classes of stock at the time outstanding.

(b) No holder of any stock of the Corporation of any class now or hereafter authorized shall have any right as such holder (other than such right, if any, as the Board of Directors in its discretion may determine) to purchase, subscribe for or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any

securities convertible into or exchangeable for any such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares, whether such shares, securities, warrants or other instruments be unissued; or issued and thereafter acquired by the Corporation; and any such shares, securities, warrants or other instruments in the discretion of the Board of Directors may be offered from time to time to holders of any class or classes of stock, or to others, to the exclusion of the holders of any or all classes of stock at the time outstanding.

(c) The Corporation, upon vote of the Board of Directors, from time to time may grant rights or options to subscribe for, purchase or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized or any bonds or other obligations or securities of the Corporation, whether such shares of stock, bonds or other obligations or securities be unissued, or issued and thereafter acquired by the Corporation. Such rights or options (i) may relate to such amounts of any class or classes of such securities, may be exercisable within such periods, at such price or prices and otherwise upon such terms and conditions and may confer such rights and privileges, (ii) may be granted for such consideration and on such terms and conditions, and to such persons, firms, corporations or associations, or to the bearers or registered holders of warrants or other instruments evidencing such rights or options, and (iii) may be granted separately or in connection with the issuance of any shares of stock, or of any bonds or other obligations or securities of the Corporation of any class now or hereafter authorized, or otherwise, all as the Board of Directors may determine. Except as may otherwise be required by law, no vote or consent of the stockholders of any class or classes shall be necessary to authorize any such action by the Board of Directors. Nothing contained in this Article TWELFTH shall be deemed to authorize the issuance of shares of capital stock of the Corporation of any class having a par value for less than the par value thereof.

IN WITNESS WHEREOF, we have made, signed and acknowledged this Certificate of Incorporation this 27th day of June, 1947.

/s/ Albert P. Squier (L.S.)
Albert P. Squier

/s/ Edith M. Squier (L.S.)
Edith M. Squier

/s/ La Verne D. Huffman (L.S.)
La Verne D. Huffman

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

On this 27th day of June, 1947 before me personally came ALBERT P. SQUIER, EDITH M. SQUIER and LA VERNE D. HUFFMAN, to me known to be the persons described in and who executed the foregoing Certificate of Incorporation and they thereupon severally duly acknowledged to me that they executed the same.

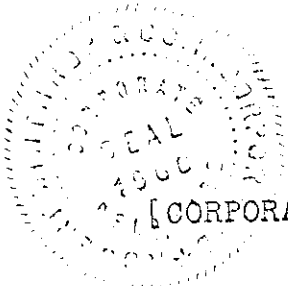
/s/ Edward J. O'Neil

Edward J. O'Neil
Notary Public in the State of New York
Residing in Bronx County
Bronx Co.Clk's No.18, Reg. No.43-0-8
N.Y.Co.Clk's No.44, Reg. No.118-0-8
Nassau Co.Clks No.1-0-48
Kings Reg.No.132-0-8
Certificate filed in Westchester County
Commission Expires March 30, 1948."

IN WITNESS WHEREOF, the undersigned, Robert Winthrop
& Co. Incorporated, has made and subscribed this Certificate,
this 24th day of September, 1962.

ROBERT WINTHROP & CO. INCORPORATED

By James P. Cookson
James P. Cookson, Vice President



[CORPORATE SEAL]

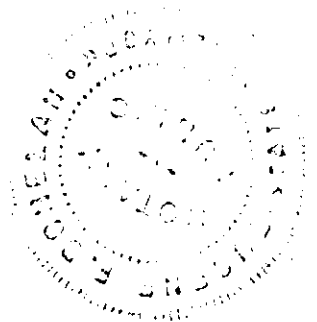
Attest:

Charles F. MacGill
Charles F. MacGill, Secretary

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

On the 24th day of September, 1962, before me personally came JAMES P. COOKSON to me known, who being by me duly sworn, did depose and say, that he resides at 76 Oxford Boulevard, Garden City, New York, that he is a Vice President of Robert Winthrop & Co. Incorporated, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

Eugene F. Roncka
Notary Public



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

RICHARD B. WILSON, being duly sworn, deposes
and says:

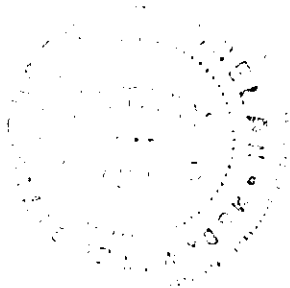
He is the Secretary of Third Dorchester Properties,
Inc.; and that Robert Winthrop & Co. Incorporated, the cor-
poration which executed the foregoing certificate, constitutes
the holder of record of all outstanding shares of the said
corporation entitled to vote with relation to proceedings
provided for in the said certificate.

Richard B. Wilson

Richard B. Wilson

Subscribed and sworn to before me
this 24th day of September, 1962.

Ernest F. Konek
Notary Public



RESTATED CERTIFICATE OF INCORPORATION

OF

THIRD DORCHESTER PROPERTIES, INC.

Pursuant to Section Forty of the
Stock Corporation Law

344752 The undersigned, Robert Winthrop & Co. Incorporated,
being the holder of record of all of the outstanding shares
of THIRD DORCHESTER PROPERTIES, INC., a stock corporation
organized under the laws of the State of New York (herein
called the Corporation), which desires to restate the entire
text of the certificate by which the Corporation was formed,
as amended and supplemented by all certificates heretofore
filed pursuant to law and as further amended hereby, pursuant
to Section 40 of the Stock Corporation Law, does hereby make,
subscribe and acknowledge this Certificate and does hereby
state and certify as follows:

One: The name of the Corporation is THIRD
DORCHESTER PROPERTIES, INC. The name under which the
Corporation was originally incorporated was Squier Publishing
Co., Inc.

Two: The date of filing the certificate by which
the Corporation was formed (the same being the certificate
of incorporation of Squier Publishing Co., Inc., dated
June 27, 1947) in the Department of State (which is the only

state office in which said certificate of incorporation has been filed), is June 30, 1947. As used in this Certificate, the term "Certificate of Incorporation" shall mean said certificate of incorporation as amended and supplemented by all certificates heretofore filed pursuant to law and as now in effect, and the term "Restated Certificate of Incorporation" shall mean said Certificate of Incorporation, as further amended by this Certificate and as restated in Section Five hereof pursuant to the provisions of Section 40 of the Stock Corporation Law.

Three: The Certificate of Incorporation, as now in force and effect, is hereby amended to effect the changes, authorized in subdivision 2 of Section 35 of the Stock Corporation Law, which are specified in subdivisions (a), (b), (c), and (d) of this Section Three, as follows:

(a) to extend and otherwise change the purposes and powers of the Corporation by striking out in its entirety Article Second of the Certificate of Incorporation and inserting a new Article Second;

(b) to change the address within the state to which the Secretary of State shall mail a copy of process in any action or proceeding against the Corporation which may be served upon him from "20 Broad Street, New York 5, N. Y." to "Room 332, 120 Broadway, New York 5, New York";

(c) to insert provisions with respect to preemptive rights to subscribe for shares or other securities by the insertion of a new Article Twelfth in the Certificate of Incorporation; and

(d) to strike out in its entirety Article Sixth of the Certificate of Incorporation which relates to the number of directors and insert a new Article Sixth which relates to the number of directors and the power of stockholders to remove directors (but which does not increase nor decrease the number of directors authorized by the Article Sixth which it replaces); to strike out in its entirety Article Tenth of the Certificate of Incorporation which relates to the place of meetings of stockholders and directors and to contracts and transactions with interested directors or officers and insert a new Article Tenth which relates to contracts and transactions with interested directors and officers; and to insert a new Article Eleventh which relates to the power of the Corporation to amend, alter, change or repeal any provision of its certificate of incorporation, all of which foregoing provisions to be stricken out or inserted are not otherwise specified in section 35 of the Stock Corporation Law and relate to the regulation

of the Corporation's business and the conduct of its affairs, or to its rights or powers, or to the rights or powers of its stockholders or directors.

Four: To accomplish the amendments hereby effected, the following changes are hereby made: the Articles "Second", "Sixth" and "Tenth" of the Certificate of Incorporation are hereby amended to read as set forth in full in Articles "Second", "Sixth" and "Tenth" of the Restated Certificate of Incorporation; Article "Fourth" of the Certificate of Incorporation is hereby amended by changing the reference to "20 Broad Street, New York 5, N. Y." to "Room 332, 120 Broadway, New York 5, New York", and the Certificate of Incorporation is hereby amended by inserting the additional Articles "Eleventh" and "Twelfth" which Articles shall read as set forth in full in Articles "Eleventh" and "Twelfth" of the Restated Certificate of Incorporation.

Five: The entire Certificate of Incorporation, as amended and supplemented by all certificates heretofore filed pursuant to law, and as further amended hereby, and as now in full force and effect, is hereby restated to read as follows: