



CERTIFICATE OF INCORPORATION  
OF

NU-DIMENSIONS LTD., INC.

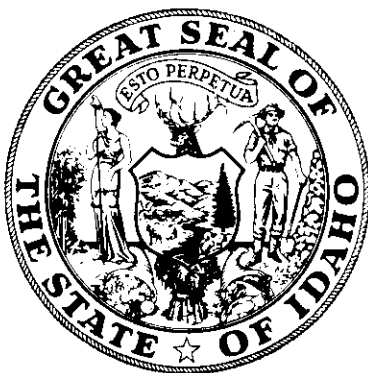
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

NU-DIMENSIONS LTD., INC.

duly signed 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  
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: July 16, 1984



SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
NU-DIMENSIONS LTD., INC.

JUL 16 9 47 AM '84  
SECRETARY OF STATE

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KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Idaho Business Corporation Act, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST: The name of the corporation is  
NU-DIMENSIONS LTD., INC.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Idaho.

Without limiting in any manner the scope and generality of the foregoing, it is hereby provided that the corporation shall have the following purposes, objects and powers:

The business or purpose of the corporation is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have power to conduct and carry on its said business, or any part thereof, and to have one or more offices, and to exercise any or all of its corporate powers and rights, in the State of Idaho, and in the various other states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

The enumeration herein of the objects and purposes of the corporation shall be construed as powers as well as objects and purposes and shall not be deemed to exclude by inference any powers, objects

or purposes which the corporation is empowered to exercise, whether expressly by force of the laws of the State of Idaho now or hereafter in effect, or impliedly by the reasonable construction of the said laws.

THIRD: The corporation is to have perpetual existence.

FOURTH: The address of the registered office of the corporation in the State of Idaho shall be 700 West Idaho Street, Boise, Idaho 83701, and its registered agent at that address is the United States Corporation Company.

FIFTH: The total authorized number of shares that the corporation is authorized to issue is fifty million (50,000,000) shares, and the par value of each of such shares is one mill (\$.001). Unless otherwise determined by the Board of Directors, no holder of stock of the corporation of any class shall, as such holder, have any preemptive right to purchase or subscribe for (a) any stock of any class now or hereafter authorized, or any warrants, options, or other instruments that shall confer upon the holders thereof the right to subscribe for or purchase or receive from the corporation any stock of any class which the corporation may issue or sell, whether or not the same shall be exchangeable for any stock of the corporation of any class, or (b) any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of the capital stock of the corporation of any class or to which shall be attached or appurtenant any options, or other instruments that shall confer upon the holders of such obligations, warrants, options or other instruments the right to subscribe for or purchase or receive from the corporation any shares of its capital stock of any class or classes now or hereafter authorized.

SIXTH: The names and addresses of the initial directors are:

<u>NAMES</u>	<u>ADDRESSES</u>
Douglas R. Phillips	1000 Northern Boulevard Great Neck, New York 11021 -
Lawrence J. Bruckner	1000 Northern Boulevard Great Neck, New York 11021
Edward Goff	1000 Northern Boulevard Great Neck, New York 11021
Reed Phillips	1000 Northern Boulevard Great Neck, New York 11021
Leonard Marzocco	1000 Northern Boulevard Great Neck, New York 11021

SEVENTH: The name and address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Christopher H. Benbow	70 Pine Street New York, New York 10270

EIGHTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To repeal and amend the By-Laws of the corporation and to adopt new By-Laws.

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 depreciation and depletion and losses of every character, or to abolish any such reserves in the manner allowed by the laws of the State of Idaho.

By resolution passed by a majority of the whole board, to designate two or more of the directors to constitute an executive committee, which to the extent provided in such resolution shall have and exercise the authority of the Board of Directors in the management of the business of the corporation.

When and as authorized by the affirmative vote of the holders of majority of the stock issued and outstanding having voting powers given at a shareholders' meeting duly called for that purpose, the Board of Directors shall have power and authority to sell, lease or exchange all the assets of the corporation, other than its franchise of being a corporation, upon such term and conditions and for such consideration, which may be in whole or in part shares of stock in any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

NINTH: Fully paid shares of the stock of the corporation shall not be subject to assessment.

TENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of July, 1984.

Christopher H. Benbow (L.S.)  
Christopher H. Benbow

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

On this 13th day of July in the year 1984, before me,  
Ann Patalano, a Notary Public in and for said State, personally  
appeared, Christopher H. Benbow, to me known to be the person  
whose name is subscribed to the within instrument and acknowledged  
to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my notarial seal, the day and year in this certificate  
first above written.

A handwritten signature in cursive script, appearing to read "Ann Patalano", is written over a horizontal line.

ANN PATALANO  
Notary Public, State of New York  
No. 41-3030105  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires March 30, 1987