

State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY OF

I. M. SIMON & CO., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ***I. M. SIMON & CO., INC.***

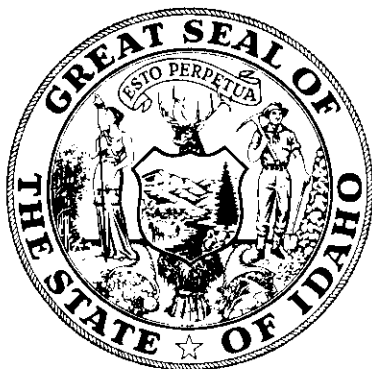
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to ***I. M. SIMON & CO., INC.***

to transact business in this State under the name ***I. M. SIMON & CO., INC.***

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated ***July 22, 1983***



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 I. M. Simon & Co., Inc. JUL 22 8 41 AM '83
SECRETARY OF STATE
2. *The name which it shall use in Idaho is I. M. Simon & Co., Inc.
3. It is incorporated under the laws of the State of Missouri
4. The date of its incorporation is June 23, 1983 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 7730 Forsyth Boulevard, Clayton, Missouri 63105
6. The address of its proposed registered office in Idaho is 300 N. 6th Street
Boise, ID 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in a general investment business

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

Name	Office	Address
Thomas D. Pixley	President and Director	7730 Forsyth Boulevard, Clayton, MO 63105
Stephen S. Wasserman	Exec. V. P. & Director	7730 Forsyth Boulevard, Clayton, MO 63105
James S. Segasture	Exec. V. P. & Director	7730 Forsyth Boulevard, Clayton, MO 63105
Peter J. O'Neal	Secretary and Director	7730 Forsyth Boulevard, Clayton, MO 63105
Bruce T. O'Dell	Treasurer and Director	7730 Forsyth Boulevard, Clayton, MO 63105

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
<u>10,000</u>	<u>Preferred</u>	<u>\$1.00</u>
<u>300,000</u>	<u>Common</u>	<u>\$1.00</u>
<u> </u>	<u> </u>	<u> </u>

(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
0	Preferred	\$1.00
12,890	Common	\$1.00

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 July 12, 19 83.

I. M. SIMON & CO., INC.
By Thomas D. Pixley
Its President
and Peter J. O'Neal
Its Secretary

STATE OF Missouri)
COUNTY OF St. Louis) ss:

I, Mary Derringer, a notary public, do hereby certify that on this 12th day of July, 19 83, personally appeared before me Thomas D. Pixley, who being by me first duly sworn, declared that he is the President of I. M. Simon & Co., Inc.

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

MARY DERRINGER
NOTARY PUBLIC, STATE OF MISSOURI
MY COMMISSION EXPIRES 5/6/84
ST. LOUIS COUNTY

Mary Derringer
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.



STATE of MISSOURI
JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

Certificate of Corporate Records

I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this
_____ 7TH day of _____ JULY _____ 19 83 _____.



James C. Kirkpatrick
Secretary of State



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

Certificate of Incorporation

WHEREAS, duplicate originals of Articles of Incorporation of
I. M. SIMON & CO., INC.

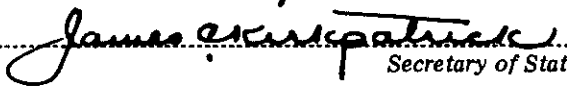
have been received and filed in the office of the Secretary of State, which Articles, in all respects, comply with the requirements of The General and Business Corporation Law:

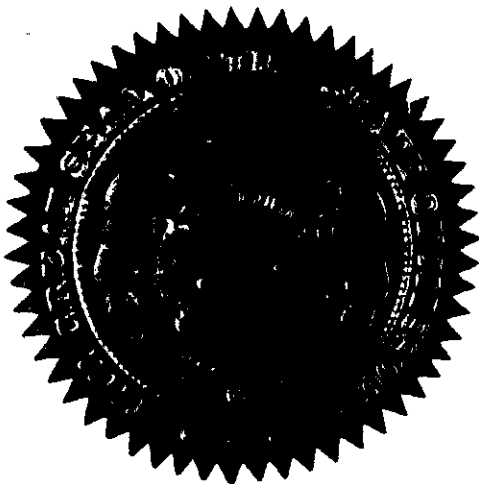
NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me by law, do hereby certify and declare
I. M. SIMON & CO., INC.

a body corporate, duly organized this day and that it is entitled to all rights and privileges granted corporations organized under The General and Business Corporation Law; that the address of its initial Registered Office in Missouri is
7730 Forsyth Blvd., St. Louis, MO. 63105

that its period of existence is Perpetual ; and that the amount of its Authorized Shares is
300,000 common @\$1.00
10,000 preferred @\$1.00

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 23rd day of June, 1983.

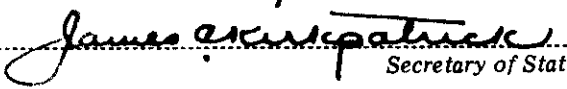

Secretary of State



RECEIVED OF: I. M. SIMON & CO., INC.
One hundred ninety-three dollars and no/100-----Dollars, \$ 193.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

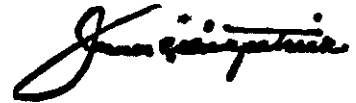
No. 00253544


Secretary of State

ARTICLES OF INCORPORATION
OF

JUN 23 1983

I. M. SIMON & CO., INC.



The undersigned natural person of the age of eighteen years or more for the purpose of forming a corporation under The General and Business Corporation Law of Missouri adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is:

I. M. SIMON & CO., INC.

ARTICLE TWO

The address of the corporation's initial registered office in this state is: 7730 Forsyth Boulevard, St. Louis, Missouri 63105 and the name of its initial agent at such address is Thomas D. Pixley.

ARTICLE THREE

The corporation shall have authority to issue three hundred ten thousand (310,000) shares of Capital Stock, par value \$1.00 per share, having an aggregate par value of \$310,000 divided into classes as follows:

300,000 shares of Common Stock, par value \$1.00 per share

10,000 shares of Preferred Stock, par value \$1.00 per share.

All of the shares of Common Stock shall be voting stock. All shares of Preferred Stock shall be non-voting stock.

1. Whenever a holder of any shares of Capital Stock of the corporation leaves the employment of the corporation by reaching retirement, permanent disability or otherwise, dies, fails or ceases to be an approved shareholder, allied member or approved person, pursuant to the rules of the New York Stock Exchange, Inc., or any other exchange with or on which the corporation engages in business as a member, or any self regulatory association of which the corporation may be a member, violates any agreement with any such exchange or association, or is suspended or expelled by any such exchange or association, the corporation shall have such prior right to redeem or convert to a fixed income security the shares of such holder at such price per share and on such terms as may be stipulated or made determinable by the written agreement between such holder and the corporation then in effect.

2. The corporation shall not issue any shares of Capital Stock to any employee of the corporation prior to the approval of such issuance by the holders of fifty percent or more of the voting stock of the corporation present, in person or by proxy, at a meeting of the stockholders of the corporation.

3. Subject to the requirements of the laws of the State of Missouri, authority is hereby vested in the board of directors of the corporation from time to time to issue the ten thousand (10,000) shares of Preferred Stock in one or more series, and by resolution or resolutions,

(a) to fix the distinctive serial designation of shares of any such series,

(b) to fix the rate or amount per annum at which the holders of the shares of any series shall be entitled to receive dividends, the dates on which such dividends shall be payable, and the date or dates from which such dividends shall be cumulative,

(c) to fix the price or prices at which, the times during which, and the other terms upon which the shares of any such series may be redeemed,

(d) to fix the amounts payable on the shares of any series in the event of dissolution or liquidation of the corporation,

(e) from time to time to include additional shares of Preferred Stock which the corporation is authorized to issue in any such series,

(f) to determine whether or not the shares of any such series shall be made convertible into or exchangeable for other securities of the corporation, including shares of the Common Stock of the corporation or any shares of any other series of the Preferred Stock of the corporation, now or hereafter authorized, or any new class of Preferred Stock of the corporation hereafter authorized, the conversion price or prices, or the rate or rates of exchange at which such conversion or exchange may be made, and the terms and conditions upon which any such conversion right shall be exercised.

(g) to fix such other preferences and rights, privileges and restrictions applicable to any such series as may be permitted by law,

(h) to determine if a Sinking Fund shall be provided for the purchase or redemption of shares of any series and, if so, to fix the terms and amount or amounts of such Sinking Fund.

4. Except as may be otherwise specified by the board of directors in accordance with the provisions of Paragraph 3 hereof, each share of Preferred Stock shall be identical with each other share of said stock. If the amount determined by the board of directors to be declared and paid as dividends on

the Preferred Stock shall be insufficient to pay the full dividend, including accumulations, on all outstanding shares of each series, such amount may be declared and paid on the shares of each series only in the ratio which the full dividend, including accumulations, on all outstanding shares of such series would bear to the full dividend, including accumulations, on all outstanding shares of all series. If the amount available for payment to the holders of Preferred Stock upon liquidation or upon any of the other events specified in Paragraph 6 hereof shall be insufficient to pay the maximum amount to which the holders of then outstanding shares of all series of the Preferred Stock would be entitled, the amount available shall be distributed on the outstanding shares of each series in the ratio which the maximum amount payable on the outstanding shares of such series bears to the maximum payable on the outstanding shares of all series.

5. The holders of Preferred Stock of each series shall be entitled to receive, when and as declared by the board of directors, out of any funds legally available for that purpose, cumulative dividends in cash at the rate or amount per annum and payable on the dates fixed for such series in the authorizing resolution establishing such series. Such dividends shall be cumulative, in the case of each series, from the date or dates fixed by the board of directors.

6. So long as any of the Preferred Stock is outstanding, no dividend shall be declared or paid and no distribution shall be made on the Common Stock of the corporation

(other than a dividend payable in said Common Stock of the corporation) until the full cumulative dividends on the Preferred Stock of all series up to the end of the then quarterly dividend period shall have been declared and paid or shall have been declared and a sum sufficient for the payment thereof appropriated and set aside for the payment thereof by the board of directors.

7. The Preferred Stock shall be preferred as to both earnings and assets, and in the event of any liquidation, dissolution or winding up of the corporation, the holder of the shares of each series of Preferred Stock shall be entitled to receive, before any distribution be made on the Common Stock of the corporation, the amount or amounts which shall be fixed in the authorizing resolution establishing such series, plus in every case a sum equal to all accumulated and unpaid dividends which shall have accrued on the Preferred Stock up to the date of payment of the final amount due thereon. Such sum shall be payable without interest out of the capital and surplus of the corporation. The rights of the Preferred Stock in the event of the voluntary or involuntary dissolution, liquidation or winding up of the affairs of the corporation as provided for in any series thereof shall not, at any time prior to the occurrence or authorization of any said events, restrict or prevent the corporation from paying, from retained earnings or any other funds legally available therefor, dividends on its Common Stock or any other class of its capital stock, in such amounts

as the board of directors may, from time to time, determine, if the payment of such dividends at the time of payment thereof is not restricted by any other of the terms or provisions of the Preferred Stock or of any series thereof.

8. Subject to the terms of the authorizing resolution establishing each series of the Preferred Stock, the whole or any part of any series of Preferred Stock may, at the option of the board of directors of the corporation, be redeemed at any time or from time to time, at the redemption price or prices fixed by the authorizing resolution establishing such series, which in every such case shall include an amount equal to all accumulated and unpaid dividends which shall have accrued on the shares to be redeemed up to the redemption date. No shares of Preferred Stock shall be redeemed unless at or prior to the date fixed for the redemption thereof all cumulative dividends on all other outstanding shares of Preferred Stock up to the quarterly dividend date next preceding the date fixed for redemption shall have been paid or declared and a sum sufficient for the payment thereof set apart for such payment. If less than the whole of any series of Preferred Stock shall be redeemed at any time, the stock so to be redeemed shall be selected by the board of directors by lot in such manner as it may determine; provided, however, the board of directors may select which series may be redeemed in whole or in part.

9. The preferences, priorities, special rights and special powers given to the Preferred Stock by the terms hereof, or to any series of the Preferred Stock by any authorizing action of the board of directors of the corporation adopted pursuant hereto, may be altered, modified, changed or terminated, in such manner as provided by law, upon the affirmative vote of the holders of two-thirds (2/3) of each series of Preferred Stock issued and outstanding whose rights will be affected by such proposed alterations, modifications change or termination. No additional shares of the Preferred Stock except the shares provided for herein shall be authorized and no additional shares of any other class of Preferred Stock having a priority over, or entitled to participate on a parity with, the Preferred Stock shall be authorized, except upon the affirmative vote of the holders of a majority of each series of the Preferred Stock issued and outstanding, provided, however, that the authorizing resolution with respect to any series of the Preferred Stock may provide that the affirmative vote of the holders of a greater percentage of the shares of such series shall be required in order to authorize shares of any other class of Preferred Stock having priority over the shares of such series of the Preferred Stock.

10. If, and whenever, six (6) or more quarterly dividends, whether or not consecutive, on the Preferred Stock shall be in arrears, in whole or in part, the holders of the Preferred Stock, including all series thereof, shall have the

right to elect members of the board of directors of the corporation. In such event, the directors shall be elected by the holders of the Common Stock and Preferred Stock, voting as a single class.

Whenever all arrears in dividends on the Preferred Stock then outstanding shall have been paid and dividends thereon for the current quarterly period shall have been paid or declared and a sum sufficient for the payment thereof set aside, then the right of the holders of the Preferred Stock to elect directors shall cease, but subject always to the same provisions for the vesting of such voting rights in the case of any similar future arrearages in dividends.

At any time after such voting power shall have so vested in the Preferred Stock, the secretary of the corporation may, and upon the written request of the holders of record of ten percent (10%) or more in number of shares of the Preferred Stock then outstanding, addressed to him at the principal office of the corporation shall, call a special meeting of the stockholders of the corporation for the election of the directors to be elected by them as herein provided to be held within thirty (30) days after such call and at the place and upon the notice provided by law and in the By-laws for the holding of meetings of the stockholders; provided, however, that the secretary shall not be required to call such special meeting in the case of any such request received less than ninety (90) days before the date fixed for any annual meeting

of stockholders. If any such special meeting required to be called as above provided shall not be called by the secretary within thirty (30) days after receipt of any such request, then the holders of record of ten percent (10%) or more in number of shares of the Preferred Stock then outstanding may designate in writing one of their number to call such meeting, and the person so designated may call such meeting to be held at the place and upon the notice above provided, and for that purpose shall have access to the stock ledger of the corporation. No such special meeting and no adjournment thereof shall be held on a date later than thirty (30) days before the annual meeting of the stockholders or a special meeting held in place thereof next succeeding the time when the holders of the Preferred Stock become entitled to elect directors as above provided.

In case (i) the authorized number of shares of the Preferred Stock shall be increased, and such additional shares issued, or in case (ii) a class of Preferred Stock other than the Preferred Stock, ranking prior to or on a parity with the Preferred Stock as to dividends or, in liquidation, shall be created and issued, nothing herein contained shall prevent any such additional shares of the Preferred Stock or the shares of such other class of Preferred Stock, from being given the right, in case dividends thereon or sinking fund requirements, if any, thereof shall be in arrears, to vote as part of the same class as and equally with the Preferred Stock and to have and exercise pari passu with the shares of Preferred Stock

entitled to vote on any matters, any and all the voting rights and powers hereinabove set forth with respect to the Preferred Stock, and nothing herein contained shall prevent the giving of additional voting power, not inconsistent with that granted herein to the Preferred Stock, to any class of Preferred Stock other than the Preferred Stock.

11. Subject to the provisions of Paragraph 7, dividends, payable in cash, in the Common Stock of the corporation, or otherwise, may be declared and paid on the shares of the Common Stock of the corporation from time to time out of any funds or property legally available therefor, and in the event of any such declaration or payment the holders of Common Stock of the corporation shall be entitled, to the exclusion of the holders of the Preferred Stock, to share therein.

12. In the event of any liquidation, dissolution or winding up of the corporation, after distribution and payment in full shall have been made to the holders of the Preferred Stock in accordance with the terms of Paragraph 7 of the Preferred Stock hereinabove, the remainder of the assets, if any, of the corporation shall be distributed pro rata among the holders of the Common Stock of the corporation.

13. Except as may otherwise be specified by the board of directors within the limits set forth in these Articles of Incorporation, all of the shares of the same class of stock, regardless of series, shall in all respects be equal and shall have all the preferences, rights, privileges and restrictions fixed by these Articles of Incorporation.

14. Before the issue of any Preferred Stock of any series, the number of shares of such series and the designation, description and terms thereof fixed by the board of directors shall be set forth in a certificate executed in duplicate on behalf of the corporation by the president or vice president and verified by him, and the corporate seal shall thereto be affixed, attested by the secretary or an assistant of the corporation.

15. No dividend shall be declared or paid which shall impair the capital of the corporation nor shall any distribution of assets be made to any stockholder unless the value of the assets of the corporation remaining after such payment or distribution is at least equal to the aggregate of its debts and liabilities, including capital.

ARTICLE FOUR

No stock or other security of the corporation shall carry with it and no owner of any share or shares of stock or other security or securities of the corporation shall be entitled to any preferential or pre-emptive right whatsoever to acquire additional shares of stock or of any other security of the corporation.

ARTICLE FIVE

The name and address of the incorporator is:

Carol Miller Wofsey
500 North Broadway
St. Louis, Missouri 63102

ARTICLE SIX

The number of directors to constitute the first board of directors is five (5). Thereafter, the number of directors shall be fixed by, or in the manner provided in the bylaws. Any changes in the number will be reported to the Secretary of State within thirty calendar days of such change. All directors must be shareholders of the corporation.

ARTICLE SEVEN

The duration of the corporation is perpetual.

ARTICLE EIGHT

The corporation is formed for the following purposes:

1. To engage in a general investment business, to engage in the purchase and sale as principal or agent of stocks, bonds, stock options, securities, life insurance and commodities, to conduct an investment banking business, to act as an investment advisor and to engage in any other activities in connection therewith as may be necessary or appropriate.
2. To engage in any lawful activity for which a corporation may be organized under The General and Business Corporation Law of Missouri.

ARTICLE NINE

The Board of Directors is expressly authorized to make, amend, alter and rescind the by-laws of the Corporation.

IN WITNESS WHEREOF, these Articles of Incorporation
have been signed this 21st day of June, 1983.

Carol Miller Wofsey
CAROL MILLER WOFSEY
Incorporator

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

I, Patricia S. Schaeffer, a notary public, do
hereby certify that on the 21st day of June, 1983, personally
appeared before me, Carol Miller Wofsey, who being by me first
duly sworn, declared that she is the person who signed the
foregoing document as incorporator, and that the statements
therein contained are true.

Patricia S. Schaeffer
Notary Public

My commission expires: _____.

PATRICIA S. SCHAEFFER
NOTARY PUBLIC - STATE OF MISSOURI
JEFFERSON COUNTY
MY COMMISSION EXPIRES NOV 8, 1986