

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
ROYAL ALLIANCE ASSOCIATES, INC.**

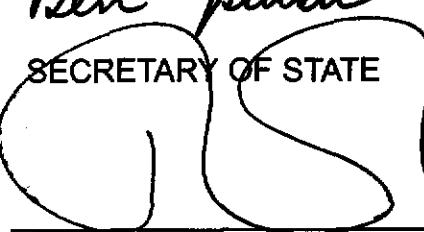
File Number C 183618

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: June 24, 2009



Ben Ysursa
By 
SECRETARY OF STATE 

Officers of Royal Alliance Associates, Inc.

R. Lawrence Roth – Chairman & Chief Executive Officer

Arthur M. Tambaro – President and Vice Chairman

Steven E. Rothstein – Senior Vice President and Chief Financial Officer

Randall W. Epright – Senior Vice President

Daniel O. Williams – Vice President and Controller

William T. Devanney – Vice President and Tax Officer

Rosemary Magee – Vice President

Antonietta Scialabba – Vice President

Bonnie Scherer – Vice President

Andrew Lebolt – Vice President

Maria Zarb – Vice President

Gary Bender – Vice President

Bruce Levitus – First Vice President

Michael Contillo – First Vice President

Jeffrey Planty – First Vice President

Gregory M. Curley – Assistant Secretary

Directors of Royal Alliance Associates, Inc.

Steven E. Rothstein

Noah D. Sorkin

Arthur M. Tambaro

All officers and directors located at:
Royal Alliance Associates, Inc.
One World Financial Center
200 Liberty Street, 15th Floor
New York, NY 10281

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROYAL ALLIANCE ASSOCIATES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF JUNE, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ROYAL ALLIANCE ASSOCIATES, INC." WAS INCORPORATED ON THE FIFTH DAY OF AUGUST, A.D. 1988.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7377534

DATE: 06-23-09