

State of Idaho

Department of State

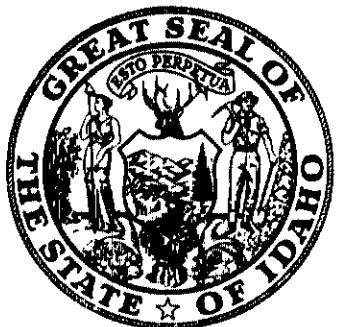
AMENDED CERTIFICATE OF AUTHORITY OF

SMITH NEW COURT, CARL MARKS INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SMITH NEW COURT, CARL MARKS INC. for an Amended 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 Amended Certificate of Authority to SMITH NEW COURT INC. to transact business in this State under the name SMITH NEW COURT INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: May 23, 1994



Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

RECEIVED

To the Secretary of State of Idaho:

Pursuant to Section 30-1-118, *Idaho Code*, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

34 MAY 23 AM 10 24

1. A Certificate of Authority was issued to the corporation by your office on September 23 19 91, authorizing it to transact business in the State of Idaho under the name of Smith New Court, Carl Marks Inc.
2. Its corporate name has been changed to Smith New Court Inc.

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is _____

It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No Change

(Note: If no additional changes are proposed, insert "No change.")

Dated May 6, 1994

Smith New Court Inc.
(Corporation Name)

By [Signature]
Its President/Vice President (please specify)
Michael A. Drity

And [Signature]
Its Secretary/Assistant Secretary (please specify)
James T. Stevens

STATE OF New York)
)ss:
COUNTY OF New York)

I, Julia Krause, a notary public, do hereby certify that on this 6th day of May, 19 94, personally appeared before me James T. Stevens, who being by me first duly sworn, declared that (s)he is the Secretary of Smith New Court Inc.

that (s)he signed the foregoing documents as Secretary of the corporation and that the statements therein contained are true.

JULIA KRAUSE
Notary Public, State of New York
No. 31-4918699
Qualified in New York County

[Signature]
Notary Public

Commission Expires December 28, 1995 Secretary of State use only

Submit application and filing fee to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

IDAHO SECRETARY OF STATE
19940523 0900 82570 2
CK #: 44648 CUST# 4567
CORP 1@ 30.00= 30.00

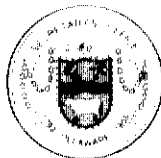
State of Delaware

Office of the Secretary of State

REC. OF STATE

all may 23 AM 10 24

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SMITH NEW COURT, CARL MARKS INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SMITH NEW COURT INC.", THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1994, AT 12:30 O'CLOCK P.M.



William T. Quillen

William T. Quillen, Secretary of State

2006758 8320

944075215

AUTHENTICATION: 7104659

DATE: 04-29-94