

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
CHARON PLANNING CORPORATION**

File Number C 138399

I PETE T. CENARRUSA, 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: April 5, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows: **01 APR -5 AM 10:20**

1. The name of the corporation is Charon Planning Corporation **STATE OF IDAHO**
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of New Jersey
4. Its date of incorporation is December 21, 1999
5. The address of its principal office is _____
180 Mount Airy Road, Basking Ridge, NJ 07920
6. The address to which correspondence should be addressed, if different from item 5, is _____
180 Mount Airy Road, Basking Ridge, NJ 07920
7. The street address of its registered office in Idaho is 1401 Shoreline Drive, Suite 2
Boise, ID 83702 Corporation Service Company
, and its registered agent in Idaho at that address is _____

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

Name	Office	Address
<u>See attached officers/directors rider</u>		

Dated: 3/30/01

Charon Planning Corporation

(Corporation name)

By Miriam I. Katz
Miriam I. Katz

Its Assistant Secretary
(specify capacity of signer)

Customer Acct # :

(if using pre-paid ac) **IDAHO SECRETARY OF STATE**

Secretary of State use only

04/05/2001 09:00
CK: 37673 CT: 49569 BH: 309266

1 # 100.00 = 100.00 AUTH PRO # 2
1 # 20.00 = 20.00 EXPEDITE C # 3

OFFICERS/DIRECTORS RIDER

ID-Application for Certificate of Authority

Charon Planning Corporation

List of Officers

Name:	Paul Sylvester	Title:	President
Bus. Addr.:	180 Mount Airy Road, Basking Ridge, NJ 07920		
Name:	Ross Campbell	Title:	Vice President
Bus. Addr.:	500 W. Madison Street, #3650, Chicago, IL 60661		
Name:	Lori Lieser	Title:	Vice President
Bus. Addr.:	787 7th Avenue, 49th Floor, New York, NY 10019		
Name:	Douglas W. Hammond	Title:	VP/Ass't. Sec.
Bus. Addr.:	787 7th Avenue, 49th Floor, New York, NY 10019		
Name:	Lawrence Hager	Title:	Secretary
Bus. Addr.:	180 Mount Airy Road, Basking Ridge, NJ 07920		
Name:	Miriam I. Katz	Title:	Ass't. Secretary
Bus. Addr.:	787 7th Avenue, 49th Floor, New York, NY 10019		

List of Directors

Name:	Ross Campbell	Term:	
Bus. Addr.:	500 W. Madison Street, #3650, Chicago, IL 60661		
Name:	Lawrence Hager	Term:	
Bus. Addr.:	180 Mount Airy Road, Basking Ridge, NJ 07920		
Name:	Robert Leeper	Term:	
Bus. Addr.:	180 Mount Airy Road, Basking Ridge, NJ 07920		
Name:	Paul Sylvester	Term:	
Bus. Addr.:	180 Mount Airy Road, Basking Ridge, NJ 07920		

RIDER 1

ID-Application for Certificate of Authority

Charon Planning Corporation

To operate as an insurance agency; To sell, distribute and service insurance products; To transact any lawful business for which corporations may be incorporated. To engage in any act or activity for which corporations may be organized.

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

CHARON PLANNING CORPORATION
With the Previous or Alternate Name
CHARON MERGER CORP.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on December 21, 1999.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

Corporation Service Company
830 Bear Tavern Road
West Trenton, NJ 08628

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

CHARON PLANNING CORPORATION
With the Previous or Alternate Name
CHARON MERGER CORP.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
3rd day of April, 2001

A handwritten signature in cursive script, reading "Peter R. Lawrance".

Peter R Lawrance
Acting State Treasurer