

CERTIFICATE OF INCORPORATION  
OF

BENIFAX (1921) LTD.

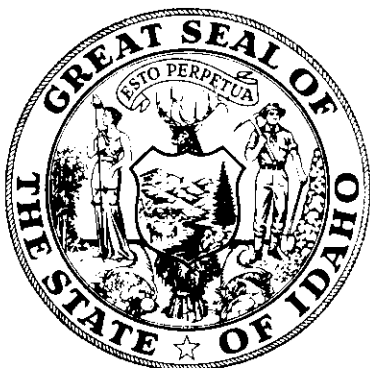
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

BENIFAX (1921) LTD.

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: April 27, 1982



*Pete T. Cenarrusa*

SECRETARY OF STATE

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

4-27-1982

1:30 pm

ARTICLES OF INCORPORATION  
OF  
BENIFAX (1921) LTD.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a natural person of full age and citizen of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do as incorporator hereby certify as follows:

FIRST: The name of the corporation is BENIFAX (1921) LTD.

SECOND: The powers of this corporation and the purposes and objects for which the corporation is formed are:

A. To do any lawful act or thing for which corporations may be organized pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto.

B. The corporation shall have the following powers:

(a) To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, nature and description;

(b) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount;

(c) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(d) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(e) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(f) To acquire, hold, sell, re-issue, or cancel any shares of its own capital stock, provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation, and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(g) To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary to, convenient in and about the conduct, management and carrying on of such business;

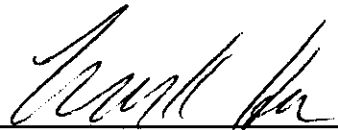
THIRD: The corporation is to have perpetual existence.

FOURTH: The location and post office address of the Registered Office of the corporation is 737 North Seventh Street, Boise, Idaho, and the name of the Registered Agent therein upon whom process issued by authority of or any law under the State of Idaho may be served, is Clyde Marcus.

FIFTH: The amount of the capital stock of this corporation shall be, and is \$100,000.00, broken down into 20,000 shares at \$5.00 per share.

*Initial Director Maurice de Montfalcon 618. 66th St. New York, N.Y.*  
SIXTH: The name and post office address of the incorporator *as per*  
is Lenore K. Hodes, 1603 Park Avenue, South Plainfield, New Jersey 07080. *Lenore Hodes*

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 23rd day of April, 1982.

  
\_\_\_\_\_  
Lenore K. Hodes

(h) To organize, incorporate and re-organize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(i) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association or corporation;

(j) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any Act amendatory thereof or supplemental thereto or substituted therefor.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplement thereto, or substitute therefor, may not at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the subparagraphs (a) to (j) inclusive, of paragraph Second(B) of these Articles of Incorporation, shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or inference from, the terms of any other subparagraph, clause or paragraph of these Articles of Incorporation.