



**Department of State**

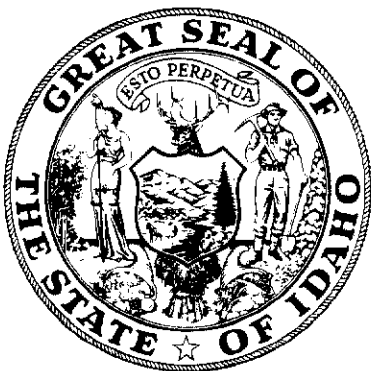
**CERTIFICATE OF AUTHORITY  
OF**

SUN/DIC ACQUISITION CORP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SUN/DIC ACQUISITION CORP. 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 SUN/DIC ACQUISITION CORP. to transact business in this State under the name SUN/DIC ACQUISITION CORP. and attach hereto a duplicate original of the Application for such Certificate.

Dated December 22, 1986



*Pete T. Cenarrusa*

SECRETARY OF STATE

*[Signature]*  
Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 Sun/DIC Acquisition Corp.
2. The name which it shall use in Idaho is \_\_\_\_\_
- (To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is December 1, 1986 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 1209 Orange Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5. 2100 North Central Road, Fort Lee, New Jersey 07024
7. The street address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
To engage in any lawful act or activity for which corporations may be organized.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See Rider A		
See Rider B		

(continued on reverse)

Name	Office	Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 12/12 1986

Sun/DIC Acquisition Corp.

(Corporation Name)

By William H. Saltzman Its ~~President~~ Vice President (please specify)

and Salvatore R. Cacace Its Secretary/Assistant Secretary (please specify)

STATE OF New Jersey )

COUNTY OF Bergen ) ss: Westchester

I, MARGARET S. ARNT, a notary public, do hereby certify that on this 12th day of December, 19 86, personally appeared before me William H. Saltzman, who being by me first duly sworn, declared that ~~he~~ is the Vice President of Sun/DIC Acquisition Corp.

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

MARGARET S. ARNT  
Notary Public, State of New York  
No. 4034203  
Qualified in Westchester County  
Commission Expires 11/30/88

Margaret S. Arnt  
Notary Public

RIDER A

<u>Names and Offices</u>	<u>Addresses</u>	<u>Term Expires</u>
Edward H. Barr President and Chairman of the Board	560 Illingworth Ave. Englewood, NJ 07650	12/31/87
Salvatore R. Cacace Treasurer/Secretary	222 Bridge Plaza So. Fort Lee, NJ 07024	12/31/87
William H. Saltzman Vice President	2 Trenor Drive New Rochelle, NY 10804	12/31/87
Massie E. Odiotti Vice President	135 W. Lake Street Northlake, IL 60164	12/31/87
Paul W. Klein Vice President	111 Chickering Ave. Cincinnati, OH 45230	12/31/87
Louis J. Gaspari Vice President	111 Presidential Blvd. Bala Cynwyd, PA 19004	12/31/87

RIDER B

<u>Names and Offices</u>	<u>Addresses</u>	<u>Term Expires</u>
Edward H. Barr Director	560 Illingworth Ave. Englewood, NJ 07650	12/31/87
Keiji Ito Director	2100 N. Central Rd. Fort Lee, NJ 07024	12/31/87
Shigekuni Kawamura Director	2100 N. Central Rd. Fort Lee, NJ 07024	12/31/87
Salvatore R. Cacace Director	222 Bridge Plaza So. Fort Lee, NJ 07024	12/31/87



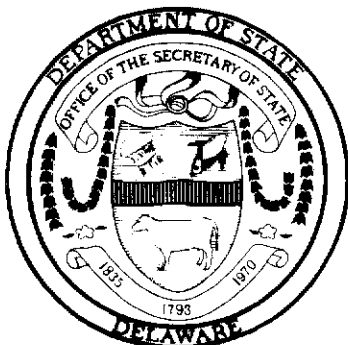
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SECRETARY OF  
STATE

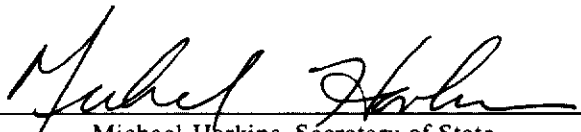
## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF  
DELAWARE DO HEREBY CERTIFY SUN/DIC ACQUISITION CORP. 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 DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: 11039048

DATE: 12/10/1986