

State of Idaho

Department of State

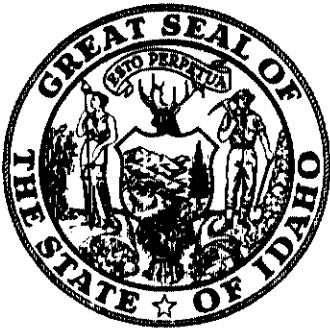
CERTIFICATE OF INCORPORATION OF

STONEHILL INVESTMENT CORPORATION

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 the above named corporation, 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: November 22, 1993



Pete T. Cenarrusa
SECRETARY OF STATE
By *Alia Sikka*

ARTICLES OF INCORPORATION
OF
STONEHILL INVESTMENT CORPORATION

Nov 16 1 59 PM '93
SECRETARY OF STATE

The undersigned, acting as an incorporators under the provisions of the Idaho Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I.

Name.

The name of this Corporation is STONEHILL INVESTMENT CORPORATION.

ARTICLE II.

Period of Duration.

The duration of this Corporation is to be perpetual.

ARTICLE III.

Purposes and Powers.

Section 1. Purposes. The purposes for which this Corporation is organized are to transact and to engage in any and all lawful business activities for which corporations may be incorporated under the laws of the State of Idaho.

Section 2. Powers. This corporation shall have all the powers specified in the Idaho Business Corporation Act.

ARTICLE IV.

Stock Clauses.

The aggregate number of shares which this Corporation shall have authority to issue is 1000 common shares, no par value, which stock shall not be issued until fully paid for and once so issued shall be nonassessable. Without in any way limiting the provisions of Idaho law, the private property of the stockholders of the corporation shall not be

subject to the payment of corporate debts to any extent whatever, the shares of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the share of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or otherwise paying debts or discharging obligations of the corporation.

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, and to any obligations of the corporation convertible into stock. Any stock or obligations convertible into stock issued by the corporation shall be offered first to the stockholders of the corporation.

ARTICLE V.

Registered Office and Registered Agent.

The address and post office box of the registered office of this corporation is 409 North Main Street, Hailey, Idaho, P.O. Box 2740, Hailey, Idaho. The name and address of the initial registered agent of this corporation is James W. Phillips, 409 North Main Street, P.O. Box 2740, Hailey, Idaho 83333.

ARTICLE VI.

Directors.

The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased or decreased in such manner as described in the Bylaws and may be fewer than three in the event that the Corporation has less than three shareholders, in accordance with the laws of the State of Idaho. The initial Board of Directors shall consist of three members. The names and addresses of the persons who are to serve as directors until successors be elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
Ron LaBow	126 Hurst Lane, P.O. Box 2081 Ketchum, Idaho 83340

Stewart Tabin

**10 Iris Lane
Chappaqua, New York 10514**

Neal E. Tarngucci

**6 Hawthorne Place
Summit New Jersey 07901**

ARTICLE VII.

Incorporators.

The name and address of the incorporator of this Corporation is James W. Phillips, 409 North Main Street, P.O. Box 2740, Hailey, Idaho 83333.

ARTICLE VIII.

Provisions for Regulation of Corporation's Internal Affairs.

Section 1. Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

Section 2. Bylaws. The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Idaho Business Corporation Act and these Articles of Incorporation.

Section 3. Compensation of Directors. The Board of Directors shall not receive compensation for their services as directors. A director may serve the corporation in any other capacity and may receive compensation therefrom in any form.

Section 4. Contracts in which Directors Have an Interest. The Bylaws of the corporation shall provide for the handling of contracts or transactions in which Directors may have a financial interest, whether direct or indirect.

Section 5. Indemnification of Directors and Officers. The Bylaws of the corporation shall provide for the circumstances in which Directors and officers of the

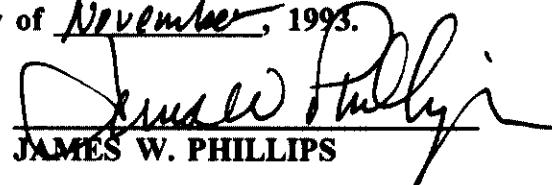
corporation may be entitled to indemnification.

ARTICLE IX.

Amendment of Articles of Incorporation.

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by an affirmative vote of more than seventy-five (75%) of the shareholders entitled to vote in a meeting of shareholders called for such purpose as prescribed by law.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of this corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this 15th day of November, 1993.



JAMES W. PHILLIPS

STATE OF IDAHO)
:ss.
County of Blaine)

On this 15 day of November 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared JAMES W. PHILLIPS, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto affixed my official seal the day and year in this certificate first above written.

Heide Southward
Notary Public for Idaho
Residing at Blaine County
Commission expires 1998

JWPSTONEHIL.COR