

State of Idaho

Office of the Secretary of State

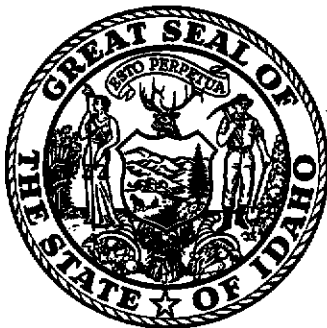
**CERTIFICATE OF AUTHORITY
OF
SKCG GROUP, INC.**

File Number C 187240

I, BEN YSURSA, 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: May 17, 2010



Ben Yursa

SECRETARY OF STATE

By

Brida McQuary



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

10 MAY 17 AM 9:54

132587437 1166/ID/CLM

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

SKCG Group, Inc.

2. The name which it shall use in Idaho is: _____

3. It is incorporated under the laws of: New York

4. Its date of incorporation is: 03/22/1967

5. The address of its principal office is:

123 Main St. 14th Floor, White Plains, NY 10601-3114

6. The address to which correspondence should be addressed, if different from item 5, is:
- _____

7. The street address of its registered office in Idaho is: 1401 Shoreline Dr. Ste. 2, Boise, ID 83702

and its registered agent in Idaho at that address is: Corporation Service Company

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

Name	Office	Address
<u>Thomas R. Kozera</u>	<u>President & CEO</u>	<u>26 Scarsdale Farm Road, Scarsdale, NY 10583</u>
<u>Richard S. Canter</u>	<u>Secretary & COO</u>	<u>520 Anderson Hill Road, Purchase, NY 10577</u>
<u>David A. Parker</u>	<u>Treasurer & Managing Director</u>	<u>12 Charles Lane, Rye Brook, NY 10573</u>
<u>Sheila M. Conley</u>	<u>Managing Director</u>	<u>17 Arborview, Carmel, NY 10512</u>
<u>Thomas M. Sternberg</u>	<u>Chairman of the Board</u>	<u>955 Park Avenue #12E, New York City, NY 10028</u>

Dated: May 6, 2010.

Signature: Thomas R. Kozera

Typed Name: Thomas R. Kozera

Capacity: President & CEO

[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

g:\corp\forms\corp
form\applicants\authority_prof\pnd
Revised 06/2005

IDAHO SECRETARY OF STATE
05/18/2010 05:00
CK: 188540 CT: 178214 BH: 1222758
1 @ 100.00 = 100.00 AUTH PRO # 2

C187240

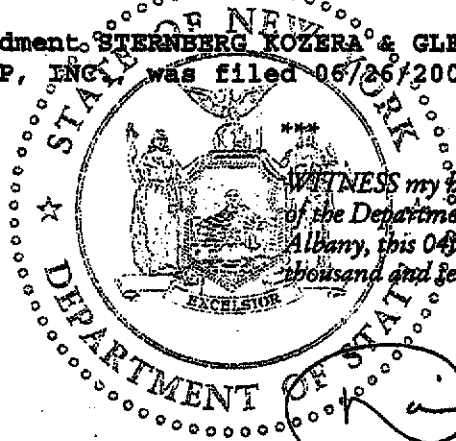
State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of SKCG GROUP, INC. was filed on 03/22/1967, under the name of ROBERT H. STERNBERG, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment ROBERT H. STERNBERG, INC., changing its name to STERNBERG AGENCY, INC., was filed 09/21/1978.

A Certificate of Amendment STERNBERG AGENCY, INC., changing its name to STERNBERG KOZERA & GLEICHER, INC., was filed 02/21/1991.

A Certificate of Amendment STERNBERG KOZERA & GLEICHER, INC., changing its name to SKCG GROUP, INC., was filed 06/26/2002.



WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 04th day of May two
thousand and ten.

[Signature]
First Deputy Secretary of State