



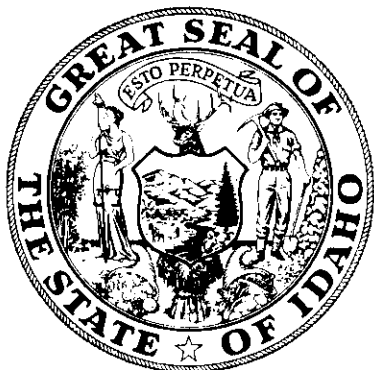
CERTIFICATE OF AUTHORITY
OF

THOMSON MCKINNON ASSET MANAGEMENT INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of THOMSON MCKINNON ASSET MANAGEMENT INC. 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 THOMSON MCKINNON ASSET MANAGEMENT INC. to transact business in this State under the name THOMSON MCKINNON ASSET MANAGEMENT INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated January 10, 1984



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 THOMSON MCKINNON ASSET MANAGEMENT INC.

2. *The name which it shall use in Idaho is N/A

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is August 23, 1983 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 100 West Tenth Street, Wilmington, Delaware 19801
c/o The Corporation Trust Company

6. The address to which correspondence should be addressed, if different from that in item 5 One New York Plaza, 49th Floor, New York, NY 10004
c/o Thomson McKinnon Securities Inc. - Att: Legal Dept.

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 ATTACHED RIDER -

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares

Class

Par Value Per Share or Statement That Shares
Are Without Par Value

1,000

Common

\$1.00 par

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100	Common	\$1.00 par

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

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated December 27, 1983

THOMSON MCKINNON ASSET MANAGEMENT INC.

By Robert A. Prindiville
Its President

and Newton B. Schott, Jr.
Its Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

I, Cathy M. Smith, a notary public, do hereby certify that on this 27 day of December, 1983, personally appeared before me Robert A. Prindiville, who being by me first duly sworn, declared that he is the President of

THOMSON MCKINNON ASSET MANAGEMENT INC.

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

Cathy M. Smith
Notary Public

CATHY M. SMITH
Notary Public, State of New York
No. 24-4723477
Qualified in Kings County
Commission Expires March 30, 1984

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

Name and Address

Title

John J. Maloney, Jr.
31 Rockaway Avenue
Garden City, New York 11530

Director

J. Ronald Morgan
Sydney Road
Huntington, New York 11743

Director, Chairman of the Board

James C. Barnes
26 Birch Hill Drive
Chatham, New Jersey 07928

Director

Robert A. Prindiville
3 Beechcroft Road
Short Hills, New Jersey 07078

Director, President

Newton B. Schott, Jr.
21 Chester Road
Upper Montclair, New Jersey 07043

Director, Secretary

Harry Zisson
20 East Ninth Street
New York, New York 10003

Director

George J. de Garmo, III
4408 Edmunds Street, N.W.
Washington, DC 20007

Vice President

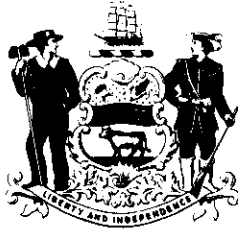
Joseph F. Marino
17 Sagamore Lane
Dix Hills, New York 11746

Treasurer

Thomas J. Lombardi
291 Ackerman Avenue
Emerson, New Jersey 07630

Assistant Secretary
Assistant Treasurer

State of Delaware



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DELAWARE

Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF THOMSON MCKINNON ASSET MANAGEMENT INC. FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF AUGUST, A.D. 1983, AT 10 O'CLOCK A.M.

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A handwritten signature of Glenn C. Kenton in cursive script.

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10140636

DATE: 12/21/1983

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CERTIFICATE OF INCORPORATION

OF

THOMSON McKINNON ASSET MANAGEMENT INC.

THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The name of the Corporation is Thomson McKinnon Asset Management Inc.

SECOND: Its registered office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of all classes of stock which the Corporation is authorized to issue is 1,000. All of such shares are of one class and are shares of Common Stock, and the par value of each share of the Common Stock is One Dollar (\$1.00).

FIFTH: The name and place of residence of the sole incorporator is as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Newton B. Schott, Jr.	21 Chester Road Upper Montclair, New Jersey 07043

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in the By-Laws, but shall not be less than three (3). Election of directors need not be by ballot unless the By-Laws so provide. Any or all of the directors of the Corporation and any and all of the members of any committee thereof may, at any time, be removed from office, with or without cause, at any meeting of the stockholders by the vote of the holders of a majority of the entire number of shares of stock of the Corporation having voting power then issued and outstanding.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) To make, alter or repeal the By-Laws of the Corporation.

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

(c) To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

(d) By a majority of the whole Board, to designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The By-Laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, or in the By-Laws of the Corporation, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amending the By-Laws of the Corporation; and, unless the resolution or By-Laws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

(e) When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the Corporation, including its goodwill and its corporate franchise, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the Corporation.


EIGHTH: The books of the Corporation may be kept (subject to any provisions contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

NINTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application

of trustees in dissolution, or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders, of this Corporation, as the case may be, to be summoned in such manner as said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders, of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding upon all the creditors or class of creditors, and/or upon all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the sole incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 22nd day of August, 1983.


Newton B. Schott, Jr.

CONSENT TO USE OF NAME

THOMSON McKINNON SECURITIES INC., a corporation
organized under the laws of the State of Delaware, hereby consents to
the ~~organization~~ qualification of THOMSON McKINNON ASSET MANAGEMENT INC.
in the State of Idaho.

IN WITNESS WHEREOF, the said THOMSON McKINNON SECURITIES INC.

_____ has caused this consent to be executed by its Vice president
and attested under its corporate seal by its _____ secretary, this 23rd. day of
December 1983.

THOMSON McKINNON SECURITIES INC.

By Craig A. Wolson
Craig A. Wolson, Vice President

Attest

Newton B. Selig, Jr.
Newton B. Selig, Jr., Secretary

(SEAL)

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JAN 17 4 41 AM '84

CONSENT TO USE OF NAME

THOMSON McKINNON SECURITIES INC., a corporation
organized under the laws of the State of Delaware, hereby consents to
the ~~organization~~ qualification of THOMSON McKINNON ASSET MANAGEMENT INC.
in the State of Idaho.

IN WITNESS WHEREOF, the said THOMSON McKINNON SECURITIES INC.

_____ has caused this consent to be executed by its Vice president
and attested under its corporate seal by its _____ secretary, this 27th day of
December 1983.

THOMSON McKINNON SECURITIES INC.

By Craig A. Wolson
Craig A. Wolson, Vice President

Attest

Newton B. Selig, Jr.
Newton B. Selig, Jr., Secretary

(SEAL)