



**Department of State.**

**CERTIFICATE OF AUTHORITY  
OF  
HENLEY HOLDINGS, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of an Application of \_\_\_\_\_

\_\_\_\_\_ 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 \_\_\_\_\_  
HENLEY HOLDINGS, INC.

to transact business in this State under the name \_\_\_\_\_  
\_\_\_\_\_ and attach hereto a duplicate original of the Application  
for such Certificate.

Dated July 27, 1987



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Sandra M. Anthony*

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 HENLEY HOLDINGS, INC.

2. The name which it shall use in Idaho is HENLEY HOLDINGS, INC.

(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 12/27/85 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  
c/o The Prentice-Hall Corporation System, Inc.  
229 South State Street, Dover, DE 19901

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street  
Boise, Idaho 83702

\_\_\_\_\_, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

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 a corporation may be organized under the Idaho Code, and more specifically to engage in the purchase, improvement, development, leasing, sale, management, rental and all other legal activity of and in connection with real and personal property.

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

Name	Office	Address
SEE ATTACHMENT		

MY COMMISSION EXPIRES 12/31/91

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by class, 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	\$.01

11. The aggregate number of its issued shares, itemized by class, 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	\$.01

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 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: 7/13/67

HENLEY HOLDINGS, INC.

(Corporation Name)

By

[Signature]  
-Its President/Vice President (please specify)

and

William M. Pellegrino  
-Its Secretary/Assistant Secretary (please specify)

STATE OF NEW HAMPSHIRE )

COUNTY OF ROCKINGHAM ) ss:

I, Sally M. Hallas, a notary public, do hereby certify that on this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, personally appeared before me Christopher J. Reinhard, who being by me first duly sworn, declared that he is the Vice President of HENLEY HOLDINGS, INC.

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

[Signature]  
Notary Public

MY COMMISSION EXPIRES:

12/16/71

HENLEY HOLDINGS, INC.

DIRECTORS

Paul M. Montrone  
153 Kensington Road  
Hampton Falls, NH 03844

Marc I. Stern  
1655 La Jolla Rancho Road  
La Jolla, CA 92037

OFFICERS

Paul M. Montrone, President  
153 Kensington Road  
Hampton Falls, NH 03844

William V. Bucella,  
Vice President  
6714 Muirlands Drive  
La Jolla, CA 92037

Harold W. Buirkle,  
Vice President  
150 Broad Street  
Leonia, NJ 07605

Clifford T. Dirkes,  
Vice President, Assistant  
Secretary and Assistant  
Treasurer  
47 Treadwell Avenue  
Madison, NJ 07904

Robert P. Grasseschi,  
Vice President  
1025 Crestwood Glade  
Hancock, MI 49930

Paul M. Meister,  
Vice President and Treasurer  
6505 Caminito Sinnecock  
La Jolla, CA 92037

Christopher J. Reinhard,  
Vice President and Secretary  
4066 Avenida Brisa  
Rancho Santa Fe, CA 92067

Richard R. Russell,  
Vice President  
Exeter Road  
Hampton Falls, NH 03844

OFFICERS

Ronald I. Simon,  
Vice President  
1740 El Camino Del Teatro  
La Jolla, CA 92037

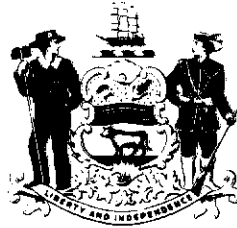
Marc I. Stern,  
Vice President  
1655 La Jolla Rancho Road  
La Jolla, CA 92037

Dale L. Ziegler,  
Vice President  
P. O. Box 1565  
Rancho Santa Fe, CA 92067

James A. Hughes,  
Assistant Secretary  
11 Drake Court  
Randolph, NJ 07869

Robert L. Melroy,  
Assistant Secretary  
1506 S. Harvard  
Arlington Heights, IL 60005

Allison G. Pellegrino,  
Assistant Secretary  
Merriam Street Ext  
Berwick, ME 03901

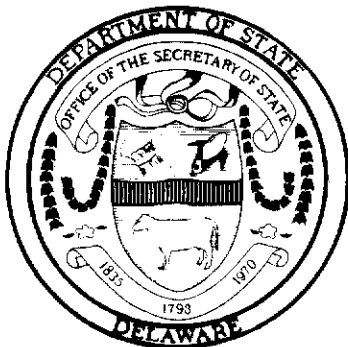


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SEC. OF STATE  
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## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY HENLEY HOLDINGS, INC. 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: 11320884

DATE: 07/17/1987