



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **23rd** day of **March** 19 **79**, a properly authenticated copy of its articles of incorporation, and on the **23rd** day of **March** 19 **79**, a designation of **Paul B. Ennis** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **23rd** day of **March**, A.D., 19 **79**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

CERTIFICATE OF INCORPORATION

OF

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

FIRST: The name of this corporation shall be

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

SECOND: Its principal office in the State of Delaware is to be located at 317-325 South State Street, in the City of Dover, County of Kent. The agent in charge thereof is Prentice-Hall, Inc., 317-325 South State Street, Dover, Delaware.

THIRD: The nature of the business and the objects and purposes to be transacted, promoted and carried on, are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:

To the extent permitted by law, upon instructions from and on behalf of individuals authorized and licensed to engage in the practice of law, to furnish statutory representation to domestic and foreign profit and non-profit corporations, associations, business "trusts", syndicates, partnerships, sole proprietorships, and any and all forms of business and non-business organizations, entities, and individuals; to act as agent for the service of process; to accept, receive and transmit tax and other reports and communications; to maintain and furnish registered or statutory offices and other facilities in connection with the

foregoing and in compliance with the laws, codes, statutes, decrees, regulations, and administrative rulings of the several states, districts, dependencies, and territorial possessions of the United States, and the federal and provincial governments of Canada and of all other recognized foreign countries; to maintain offices, post-office addresses, and other facilities and to engage any and all necessary and proper agents and representatives in behalf of the purposes of this corporation, and to carry on a general service agency business.

To the extent permitted by law, upon instructions from and on behalf of individuals authorized and licensed to engage in the practice of law, to assist corporations in complying with the statutory, regulatory, and administrative requirements of any state, country or political subdivision upon qualifying or obtaining a license or certificate of authority to transact business therein.

To the extent permitted by law, upon instructions from and on behalf of individuals authorized and licensed to engage in the practice of law, to cause or assist in causing the incorporation, organization, consolidation, merger, reorganization, amendment or change of purposes, capitalization or other provisions, dissolution, extension of existence, qualification, withdrawal, or the effectuation of any other proper corporate change or performance or action, and to do everything lawful and proper in furtherance of the foregoing.

To engage in corporate and pertinent research and to distribute the results and findings thereof to members of the bar and their corporate designees; to prepare, publish and distribute bulletins, letters, pamphlets or other publications on tax, report, legislative, departmental, court or other regulations which this corporation shall deem of value to members of the bar and their designees in connection

with the organization, incorporation and maintenance of corporations, domestic and foreign.

To acquire by lease, purchase, gift, devise, contract, concession, or otherwise, and to hold, own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey, or otherwise dispose of, wherever situated, within or without the State of Delaware, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests, and properties of every kind, nature and description whatsoever.

To manufacture, purchase, or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of and generally deal and trade in and with, both within and without the State of Delaware, and in any part of the world, goods, wares, merchandise and property of every kind, nature and description.

To enter into, make and perform contracts of every kind and description with any person, firm, association or corporation, municipality, body politic, country, territory, state, government or colony or dependency thereof.

To acquire, and to make payment therefor in cash or the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of, any person, firm, association or corporation; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

To adopt, apply for, obtain, register, produce, take, purchase, exchange, lease, hire, acquire, secure, own, hold, use, operate, contract, or negotiate for, take licenses or other rights in respect of, sell, transfer, grant licenses and rights in respect of, manufacture under, introduce, sell, assign, collect the royalties on, mortgage, pledge, create liens upon, or otherwise dispose of, deal in, and turn to account, letters patent, patents, patent rights, patents applied for or to be applied for, trade-marks, trade names and symbols, distinction marks and indications of origin or ownership, copyrights, syndicate rights, inventions, discoveries, devices, machines, improvements, licenses, processes, data, and formulae of any and all kinds granted by, or recognized under or pursuant to the laws of the United States of America, or of any other country or countries whatsoever, and with a view to the working and development of the same, to carry on any business, whether manufacturing or otherwise, which the corporation may think calculated, directly or indirectly, to effectuate these objects.

To underwrite, subscribe for, purchase, invest in, or re-invest, acquire, hold, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, stocks, bonds, debentures, mortgages and other evidences of indebtedness and obligations of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest, in respect of any such stocks, bonds and other evidences of indebtedness and obligations; to issue in exchange therefor its own stocks, bonds or other obligations, and, while the owner or holder of any such, to exercise all the rights, powers and privileges of ownership in respect thereof, and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty or otherwise, those issuing, creating or responsible for any such stocks, bonds or other evidences of indebtedness or obligations or evidences of any interest in respect thereof.

To borrow or raise money for any of the purposes of the corporation, without limit as to amount, and in connection therewith to grant collateral or other security either alone or jointly with any other person, firm or corporation, and to make, execute, draw, accept, endorse, discount, pledge, issue, sell, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other evidences of indebtedness, negotiable or non-negotiable, transferable or non-transferable, and to confer upon the holders of any of its obligations such powers, rights, and privileges as from time to time may be deemed advisable by the Board of Directors, to the extent permitted under the General Corporation Law of the State of Delaware; to lend and advance money, extend credit, take notes, open accounts and every kind and nature of evidence of indebtedness and collateral security in connection therewith.

To purchase or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of shares of its own capital stock, provided that the funds or property of the corporation shall not be used for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation and provided further, that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

To have one or more offices, conduct and carry on its business and operations and promote its objects within and without the State of Delaware, in other states, the District of Columbia, the territories, colonies and dependencies of the United States, and in foreign countries, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency or country.

IN GENERAL to do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents,

contractors, trustees, or otherwise, within or without the State of Delaware, either alone or in company with others, and to carry on any other business in connection therewith, whether manufacturing or otherwise, and to do all things not forbidden, and with all the powers conferred upon corporations by the laws of the State of Delaware.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this third article of this Certificate of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other article in this Certificate of Incorporation, but that the objects, purposes and powers specified in this article and in each of the articles or paragraphs of this Certificate shall be regarded as independent objects, purposes and powers, and the enumeration of specific purposes and powers shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of objects or purposes herein shall not be deemed to exclude or in any way limit by inference any powers, objects, or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Delaware, now or hereafter in effect, or impliedly by any reasonable construction of said law.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is Two Hundred and Fifty (250), all of one class and without nominal or par value. Any and all such shares issued, and for which the full consideration has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

FIFTH: The amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000).

SIXTH: The names and places of residence of each of the incorporators are as follows:

| <u>NAME</u> | <u>RESIDENCE</u> |
|-----------------------|------------------------------------|
| Adrian N. Balstra | 90 Broad Street New York, N. Y. |
| Theodore T. Dukeshire | 90 Broad Street New York, N. Y. |
| Roy A. Prediger | 90 Broad Street New York, N. Y. |

SEVENTH: The existence of the corporation is to be perpetual.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

NINTH: (a) Subject to the provisions of the General Corporation Law of the State of Delaware, the number of directors of the corporation shall be determined as provided in the By-Laws.

(b) The election of directors need not be by ballot.

TENTH: IN FURTHERANCE AND NOT IN LIMITATION of the general powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized:

(a) To make, alter, or repeal the By-Laws of the corporation; to fix the amount to be reserved as or for working capital or for any other proper purpose, to fund such reserve or reserves, and to abolish any such reserve or reserves, fund or funds; to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

(b) From time to time to determine pursuant to the provisions of the By-Laws, whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation (other than the stock ledger), or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of the corporation except as conferred by statute, unless duly authorized so to do by a resolution of the stockholders or directors.

(c) The directors, by a suitable By-Law or by resolution passed by a majority of the whole membership of the Board, may designate two or more of their number to constitute a committee or committees, with such name or names as may be stated in the By-Laws, or as may be determined from time to time by resolution of the Board of Directors, which committee or committees, to the extent provided in such resolution or resolutions or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it.

(d) Subject to the provisions of the statutes of Delaware, to exercise any and all other powers, in addition to the powers expressly conferred by law and by this Certificate of Incorporation, which may be conferred upon it by the corporation through appropriate By-Law provisions.

ELEVENTH: 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 3883 of the Revised Code of 1915 of said State or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, 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 the 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, 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 on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this corporation, as the case may be, and also on this corporation.

TWELFTH: No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested..

THIRTEENTH: The stockholders and directors shall have power to hold their meetings if the By-Laws so provide, and keep the books except the original or duplicate stock ledger, documents and papers of the corporation, outside of the State of Delaware, and to have one or more offices within or without the State of Delaware, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Delaware.

FOURTEENTH: The corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the statutes of Delaware, and all rights and powers conferred on directors and stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and we have accordingly hereunto set our respective hands and seals.

Dated at New York, N. Y.

July 11th, 1946

Adrian H. Balata (L.S.)

Theodore T. Decker (L.S.)

Roy A. Prudig (L.S.)

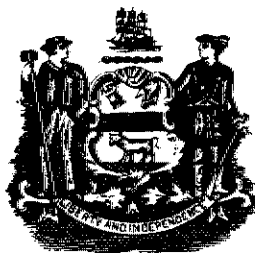
STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

BE IT REMEMBERED, that on this 11th day of July, A. D. 1946, personally appeared before me, Alfred G. Mueller, a Notary Public, Adrian N. Balstra, Theodore T. Dukeshire and Roy A. Prediger, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I having first made known to them and each of them the contents of said Certificate, they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and each deposed that the facts therein stated were truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Alfred G. Mueller
Notary Public

ALFRED G. MUELLER
Notary Public
New York
New York
CORNELL UNIVERSITY

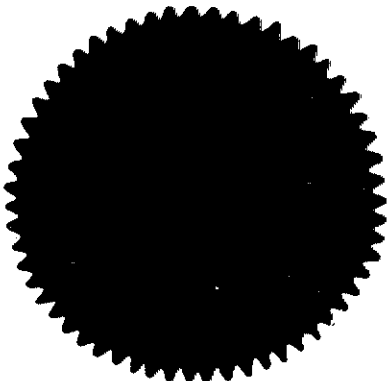


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
 Certificate of Incorporation of "THE PRENTICE-HALL CORPORATION SYSTEM, INC.", as
 received and filed in this office the twelfth day of July, A.D. 1946, at 9
 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this _____ *first* _____ *day*
of _____ *March* _____ *in the year of our Lord*
one thousand nine hundred and _____ *seventy-nine.*



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

John J. [Signature]

Assistant Secretary of State