

CERTIFICATE OF INCORPORATION  
OF  
**WHARTON BROKERAGE CORP.**  
Under Section 402 of the Business Corporation Law

- FIRST: The Name of the corporation is: **WHARTON BROKERAGE CORP.**
- SECOND: This corporation is formed to engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Law, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.
- THIRD: The county, within this state, in which the office of the corporation is to be located is **NEW YORK**
- FOURTH: The total number and value of shares of common stock which the corporation shall have authority to issue is **100 SHARES WITH NO PAR VALUE**
- FIFTH: The Secretary of State is designated as agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon the Secretary of State by personal delivery is:  
**WHARTON BROKERAGE CORP.**  
**500 FIFTH AVENUE 54TH FLOOR**  
**NEW YORK, NY 10110**
- SIXTH: Existence of the corporation shall begin **upon filing of this Certificate of Incorporation with the Department of State.**
- SEVENTH: The corporation shall have a perpetual existence.
- EIGHTH: No Director of this corporation shall be personally liable to the corporation, or its shareholders for damages for any breach of duty in such capacity, provided that this provision shall not limit the liability of any director if a judgment or other final adjudication, adverse to him, establishes that his act or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he personally gained in fact a financial profit or other advantage, to which he was not legally entitled or that his acts violated Section 719 of the New York Business Corporation Law.

I certify that I have read the above statements, I am authorized to sign this Certificate of Incorporation, that the above statements are true and correct to the best of my knowledge and belief and that my signature typed below constitutes my signature.

JUDAH SCHEMO (Signature)

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JUDAH SCHEMO, INCORPORATOR  
500 FIFTH AVENUE 54TH FLOOR  
NEW YORK, NY 10110

Filed by:

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