

CERTIFICATE OF INCORPORATION
OF
MEDHURST & ASSOCIATES INC.

Filed by:

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323 Post Avenue
Westbury, New York 11590

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CERTIFICATE OF INCORPORATION

MEDHURST & ASSOCIATES INC.

Under Section 402 of the Business Corporation Law.

The undersigned, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York, does hereby certify and set forth:

FIRST: The name of the corporation is MEDHURST & ASSOCIATES INC.

SECOND: The purposes for which the corporation is formed are:

To engage in any lawful act or activity for which corporations may be organized under the business corporation law, provided that the corporation is not formed to engage in any act or activity which requires the act or approval of any state official, department, board, agency or other body without such approval or consent first being obtained.

To write, prepare, lay-out, place, publish, and display, in any and every manner, advertisements and publicity devices and innovations of all kinds for itself or for others; to print, publish and distribute newspapers, books, pamphlets, magazines, periodicals, handbills, pictures, cartoons, posters, display cards, and to arrange for the placing of advertisements in publications of all kinds; to do bill posting; to manufacture, install, supply, maintain and operate billboards, signboards and illuminated signs; to give exhibitions for advertising purposes; to supervise the preparation and production of motion picture advertisements and publicity devices; to supervise the preparation of radio and television advertisements and publicity devices; to do a general advertising, press agency and publicity business in all its branches; and to make all contracts and do all things proper, incidental and conducive to the complete attainment of such purposes.

To conduct the business of bringing to the attention of the public through the press, magazines, pamphlets and by other means, the characteristics, ability and other qualities tending to establish in the minds of the public the character and ability of its subscribers, including men, women, corporations, co-partnerships and of goods, wares and

merchandise manufactured and sold by subscribers and to do all and every other thing commonly done by those engaged in the same line of business.

To conduct the business of commercial artists. To design lettering, make drawings, to take photographs and make cuts therefrom for catalogues and for other purposes. To make drawings for use in advertising matter, magazines, periodicals and for any other purpose whatsoever.

To engage in the business of market research in all its branches and departments, and in connection therewith, to establish, operate, service, supervise and maintain facilities, personnel and other necessary technical services with relation to management, personnel and inventory control, pricing, labeling, identifying and sorting, rating, product and property sales, manufacturing processes, distribution, marketing and market research, market and sales analysis and buying and selling trends analysis.

To promote, organize, plan and conduct trips, tours and excursions by railroad, steamship, motor vehicle or aircraft for individuals or groups of individuals, to any part of the world. To sell at wholesale and retail, travel packages of all kinds.

To provide for the transportation of individuals or groups of individuals by railroad, steamship, motor vehicle or aircraft in connection with the conduct of a general travel, tourist and reservation agency, and to provide or procure hotel and other accommodations for the comfort, convenience and entertainment of individuals or groups of individuals who are members of any trip or tour conducted by the corporation.

To furnish guides, couriers, assistants and interpreters; to procure and sell transportation tickets on railroads, steamships, motor vehicles and aircrafts; to act as a representative of steamship, railroad, airlines and other companies devoted to the transportation and carriage of passengers and freight, in the sale of tickets on all vehicles, boats, railroads, railways, airplanes and other transportation companies; to conduct information bureaus for travelers; to act as agents for travel insurance companies of all kinds; and in general, to do all other things that are necessary or pertinent to the conduct of a travel and tourist agency.

To plan, originate, devise, print, publish, manufacture, sell and deal in booklets, magazines, folders, leaflets, guidebooks, maps, timetables, display cards, signs, and display advertising for the promotion of travel; to carry on the business of printers, lithographers, stationers, engravers, designers, dealers in paper and all advertising devices, booksellers, publishers, buyers and sellers of newspapers, magazines, and publications of all kinds, and space therein; to carry on a

general advertising brokerage business to publish, display and secure the publication and display of advertisements and advertising matter of any and every nature; to carry on a general advertising agency in all its branches; and to act as principals and agents in the securing of trade customers for others.

Directly, or through ownership of stock in any corporation, to purchase, lease, rent, exchange, or otherwise acquire real estate and property, either improved or unimproved, and any interest therein; to own, hold, control, maintain, manage and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate and control all kinds of buildings, houses, hotels, apartments, motels, stores, offices, warehouses, mills, shops, factories and plants and all structures and erections of any description on any lands owned, held, rented or leased by the corporation, or upon any other lands; to lease or sublet offices, stores, apartments and other space in such building or buildings, and to sell, rent, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge, alienate or otherwise dispose of any such real estate and property, and any interest therein.

To acquire by purchase, lease or manufacture, or otherwise, any personal property deemed necessary or proper or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to mortgage, pledge, sell, let or otherwise dispose of any personal property at any time owned or held by the corporation.

To purchase or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in and dispose of mortgages covering any kind of real and personal property, tax liens and transfers of tax liens on real estate.

To make, enter into, perform and arrange for carrying out, contracts for constructing, building, altering, improving, repairing, decorating, maintaining, furnishing and fitting up buildings, tenements and structures of every description, and to advance money to and enter into agreements of all kinds with building contractors, property owners and others, for said purpose.

To develop, experiment with, conduct research on, manufacture, produce, assemble, buy, rent or otherwise acquire, hold, own, operate, use, install, equip, replace, maintain, service, process, reprocess, repair, remodel, recondition, import, export, sell, lease, market, distribute, transport or otherwise dispose of and generally to deal in and with, as contractor, subcontractor, principal, agent, commission merchant, broker, factor or any combination of the foregoing and at wholesale or retail or both, any and all kinds of equipment and all allied

apparatus, systems, parts, supplies, tools, implements, raw materials, natural products, manufactured articles and products, and goods, wares, merchandise and tangible property of every kind, used or capable of being used for any purpose whatever.

To acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every sort and description and wheresoever situated, including shares of stock, bonds, debentures, notes, scrip, securities, evidences of indebtedness, contracts or obligations of any corporation or association, whether domestic or foreign, or of any firm or individual or of the United States or any state, territory or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor, stocks, bonds or other securities or evidences of indebtedness of this corporation and, while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends and income on or from such property and to possess and exercise in respect thereto all of the rights, powers and privileges of ownership, including all voting powers thereon.

To construct, build, purchase, lease or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create liens upon, sell, convey or otherwise dispose of and turn to account, any and all plants, machinery, works, implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of the properties, assets, business and good will of any persons, firms, associations or corporations.

The powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other or additional powers, rights and privileges granted or permitted to a corporation by the Business Corporation Law, it being intended that this corporation shall have all the rights, powers and privileges granted or permitted to a corporation by such statute.

THIRD: The office of the corporation is to be located in the County of Suffolk, State of New York.

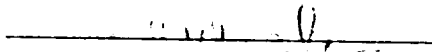
FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is Two Hundred (200), all of which shall be without par value.

FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served on him is:

Michael J. Seltzer, Esq.
323 Post Avenue
Westbury, New York 11590

SIXTH: The personal liability of directors to the corporation or its shareholders for damages for any breach of duty in such capacity is hereby eliminated except that such personal liability shall not be eliminated if a judgement or other final adjudication adverse to such director establishes that his acts 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 Business Corporation Law.

IN WITNESS WHEREOF, this certificate has been subscribed to this 13th day of April, 1989 by the undersigned who affirms that the statements made herein are true under penalties of perjury.


GERALD WEINBERG
90 State Street
Albany, New York