CERTIFICATE OF INCORPORATION

OF

PARTER INTERNATIONAL, INC.

Under Section 402 of the Business Corporation Law

FILER:

ALAN PARTER
51 CIRCLE AVENUE
LARCHMONT, NY 10538

1968 JUN -5 PM 6:15

CERTIFICATE OF INCORPORATION

OF

PARTER INTERNATIONAL, INC.

Under Section 402 of the Business Corporation Law

The undersigned, a natural person of the age of eighteen years or over, desiring to form a corporation pursuant to the provisions of the Business Corporation Law of the State of New York, hereby certifies as follows:

FIRST: The name of the corporation is

PARTER INTERNATIONAL, INC.

hereinafter sometimes called "the corporation."

SECOND: The purpose for which it is formed are as follow:

The purpose for which this corporation is organized is to engage in any lawful act or activity for which corporations may be formed under the Business Corporation Law provided that the corporation is not formed to engage in any act or activity which requires the consent or approval of any state official, department, board, agency or other body.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject ot any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.

THIRD: The office of the corporation in the State of New York is to be located in the county of Westchester.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is 200, no par value.

FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served, and the address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is c/o Alan Parter, 51 Circle Ave., Larchmont, NY 10538.

IN WITNESS WHEREOF I hereunto sign my name and affirm that statements made herein are true under the penalties of perjury this 11th day of December, 1990.

Incorporator:

S/Scott J. Schuster
Scott J. Schuster, Incorporator

Address:

283 Washington Avenue
Albany, New York 12206

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

162 WASHINGTON AVENUE
ALBANY, NY 12231

FILING RECEIPT

CORPORATION NAME: PARTER INTERNATIONAL, INC.

DOCUMENT TYPE : INCORPORATION (DOM. BUSINESS)

COUNTY: WEST

SERVICE COMPANY : BLACKSTONE CORPORATE SERVICES

FILED: 12/11/90 DURATION: PERPETUAL CASH #: 901211000488 FILM #: 901211000400

ADDRESS FOR PROCESS

C/O ALAN PARTER
51 CIRCLE AVE.
LARCHMONT, NY 10538

REGISTERED AGENT

STOCK: 200 NPV

FILER

ALAN PARTER
51 CIRCLE AVENUE

LARCHMONT, NY 10538

FEES		120.00	PAYMENTS	120.00
FILING	:	100.00	CASH	: 0.00
TAX	:	10.00	CHECK	: 0.00
CERT	:	0.00	BILLED:	120.00
COPIES	:	0.00		
HANDLING	:	10.00		
			REFUND:	0.00

DOS-1025 (11/89)

RECEIPT ISSUED BY SECRETARY OF STATE