

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

WHITTAKER, CLARK & DANIELS, INC.
9287101200

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on December 8, 1972.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

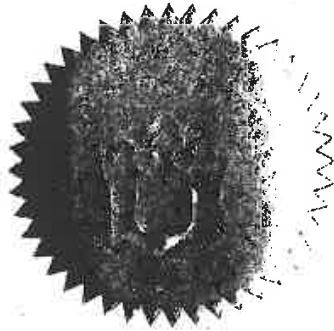
I further certify that the registered agent and registered office are:

*The Corporation Trust Company
820 Bear Tavern Road
West Trenton, NJ 08628*

Continued on next page . . .

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

WHITTAKER, CLARK & DANIELS, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
2nd day of May, 2007

Bradley Abelow

Bradley Abelow
State Treasurer

RCB
FILED

AMENDED AND RESTATED

JUL 7 1995

CERTIFICATE OF INCORPORATION

WHITTAKER, CLARK & DANIELS, INC.

LONNA R. HOOKS

Secretary of State

1029047

Pursuant to the provisions of the New Jersey Business

Corporation Act, the undersigned corporation hereby executes the following Amended and Restated Certificate of Incorporation:

1. The name of the corporation is

Whittaker, Clark & Daniels, Inc.

2. The purpose or purposes for which the corporation is organized are to engage in any activity within the purpose for which corporations may be organized under the provisions of "Corporations, General" of the General Revised Statutes of New Jersey.

The corporation, in furtherance of its corporate purposes above set forth, shall have all the powers authorized under said Title 14A, subject to any limitations provided therein or in any statute of the State of New Jersey.

3. The address of the current registered office of the corporation is: 1000 Coolidge Street, in the Borough of South Plainfield, County of Middlesex, and State of New Jersey 07080.

The name of the current registered agent of the corporation at such office upon which process against this corporation may be served is Michael C. Argyelan.

4. The number of directors constituting the current board of directors of the corporation is eight and the names and

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addresses of the persons who are currently serving as such directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|---|
| Clarence E. Clark | The Waterford Apartment 300G 603 So. U.S. Highway One No. Palm Beach, Fl. 33408 |
| Michael C. Argyelan | 8 Fox Hollow Road Spring Lake Hghts, NJ 07762 |
| Theodore Hubbard | 104 Timberwick Road Stewartsville, NJ 08886 |
| Frederick F. Roesch | 191 Borden Road Middletown, NJ 07748 |
| Vincent M. Cronen | 648 Hyslip Avenue Westfield, NJ 07090 |
| George J. Dippold | 3 Wellington Court Colts Neck, NJ 07722 |
| Ray K. Rogers | 140 Encina Drive Naperville, Il. 60540 |
| Barry Marell | 14 Farmstead Drive Parsippany, NJ 07054 |

5. The period of existence of the corporation is unlimited.

6. The maximum number of shares which the corporation is authorized to have outstanding is twenty million, consisting of five million Class A common shares with a par value of \$0.30 and fifteen million Class B common shares with a par value of \$0.001.

The relative rights, preferences, and limitations of the Class A shares and Class B shares shall be in all respects identical, share for share, except that any dividend upon the stock of the corporation shall, when declared by the directors, be upon both the Class A and Class B shares of the corporation,

each class of common stock to receive the same dividend rate but upon a basis in direct proportion to the par value of the respective class, i.e., the holders of Class A common stock shall be entitled to participate in such distribution upon the basis of \$0.30 per value for each share of Class A common stock then held by the respective shareholders and the holders of Class B common stock shall be entitled to participate in such distribution upon the basis of \$0.001 par value for each share of Class B common stock then held by the respective stockholders, except in the event of any dividend on its shares payable in shares of the corporation, each share of Class A common stock and Class B common stock shall participate in such stock dividend in direct proportion to the number of shares held of Class A common stock and Class B common stock, i.e., each share of Class A common stock shall be entitled to the same number of shares of the stock dividend as Class B common stock, and vice versa.

In the event of any liquidation, dissolution or winding up of the corporation, any assets remaining after payment of or provision for claims against the corporation shall be distributed among the holders of the common stock upon a basis in direct proportion to the par value of the respective classes of common stock.

7. The board of directors of the corporation shall consist of not less than three (3) and not more than fifteen (15) members, with the actual number to be determined, within these

limits, from time to time, in the manner prescribed in the By-laws.

8. The corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by Section 14A:3-5 of the New Jersey Business Corporation Act and, to the full extent otherwise permitted by law.

9. No director or officer of the corporation shall be personally liable to the corporation or to any shareholders for damages for breach of any duty owed to the corporation or to its shareholders except for liabilities arising from any breach of duty based upon an act or omission (a) in breach of duty of loyalty to the corporation, (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such director or officer of an improper personal benefit. Neither the amendment of this Article 9, nor the adoption of any provisions of the Certificate of Incorporation inconsistent with this Article 9, shall eliminate or reduce the protection afforded by Article 9 to a director or officer of the corporation in respect to any matter which occurred; or any cause of action or claim which but for this Article 9 would have accrued or arisen, prior to such amendment, repeal or adoption.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed this 6th day of July, 1995 by the

President of the Corporation who affirms that the statements made herein are true.

WHITTAKER, CLARK & DANIELS, INC.

BY: Michael C. Argyle
Michael C. Argyle, President

39199

**WHITTAKER, CLARK & DANIELS, INC.
CERTIFICATE OF AMENDMENT TO
AND
RESTATEMENT OF THE CERTIFICATE OF INCORPORATION**

The undersigned corporation, organized under the laws of the State of New Jersey, for the purpose of amending and restating its Certificate of Incorporation, does hereby execute the following Certificate of Amendment and Restatement, pursuant to the provisions of Chapter 9 of the New Jersey Business Corporation Act.

FIRST: The name of the corporation is
Whittaker, Clark & Daniels, Inc.

SECOND: The following amendments to the Certificate of Incorporation and the Amended and Restated Certificate of Incorporation consolidating the original certificate and all amendments into one document were approved by the Board of Directors and thereafter duly adopted by the shareholders of the corporation at a meeting on the 29th day of June, 1995.

(a) Delete existing Article 5 and Articles 7 through 16, inclusive and renumber existing Article 6 as Article 5.

(b) Insert a new Article 6 to read as follows:

"6. The maximum number of shares which the corporation is authorized to have outstanding is twenty million, consisting of five million Class A common shares with a par value of \$0.30 and fifteen million Class B common shares with a par value of \$0.001.

The relative rights, preferences, and limitations of the Class A shares and Class B shares shall be in all respects identical, share for share, except that any dividend upon the stock of the corporation shall, when declared by the directors, be upon both the Class A and Class B shares of the corporation, each class of common stock to receive the same dividend rate but upon a basis in direct proportion to the par value of the respective class, i.e., the holders of Class A common stock shall be entitled to participate in such distribution upon the basis of \$0.30 per value for each share of Class A common stock then held by the respective shareholders and the holders of Class B common stock shall be entitled to participate in such distribution upon the basis of \$0.001 par value for each share of Class B common stock then held by the respective stockholders, except in the event of any dividend on its shares payable in shares of the corporation, each share of Class A common stock and Class B common stock shall participate in such stock dividend in direct proportion to the number of shares held of Class A common stock and Class B common stock, i.e., each share of Class A common stock shall be entitled to the same number of shares of the stock dividend as Class B common stock, and vice versa.

In the event of any liquidation, dissolution or winding up of the corporation, any assets remaining after payment of or provision for claims against the corporation shall be distributed among the holders of the common stock upon a basis in direct proportion to the par value of the respective classes of common stock."

(c) Insert a new Article 7 to read as follows:

"7. The board of directors of the corporation shall consist of not less than three (3) and not more than fifteen (15) members, with the actual number to be determined, within these limits, from time to time, in the manner prescribed in the By-laws of the corporation."

(d) Add new Articles 8 and 9 to read as follows:

"8. The corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by Section 14A:3-5 of the New Jersey Business Corporation Act and, to the full extent otherwise permitted by law."

"9. No director or officer of the corporation shall be personally liable to the corporation or to any shareholders for damages for breach of any duty owed to

the corporation or to its shareholders except for liabilities arising from any breach of duty based upon an act or omission (a) in breach of duty of loyalty to the corporation, (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such director or officer of an improper personal benefit. Neither the amendment of this Article 9, nor the adoption of any provisions of the Certificate of Incorporation inconsistent with this Article 9, shall eliminate or reduce the protection afforded by Article 9 to a director or officer of the corporation in respect to any matter which occurred; or any cause of action or claim which but for this Article 9 would have accrued or arisen, prior to such amendment, repeal or adoption."

THIRD: The total number of shares entitled to vote on the Amended and Restated Certificate of Incorporation was 332,241 consisting of 32,241 shares of Class A common stock, and 300,000 shares of Class B common stock. The total number of shares voting for adoption of the Amended and Restated Certificate of Incorporation was 332,241 consisting of 32,241 shares of Class A common stock and 300,000 shares of Class B common stock. The number of shares voting against the Amended and Restated Certificate of Incorporation was none.

FOURTH: Each share of Class A and Class B common stock of the corporation currently issued and outstanding shall be exchanged for ten (10) shares of the newly authorized Class A and Class B common stock, respectively. In accordance with the provisions of the current Certificate of Incorporation, all of the issued and outstanding shares of Preferred stock of the corporation were acquired by the corporation by redemption and all such redeemed shares of Preferred stock as well as shares of Preferred stock which are treasury shares were cancelled.

IN WITNESS WHEREOF, Whittaker, Clark & Daniels, Inc. has caused its duly authorized officer to execute this Certificate of Amended and Restatement this 6th day of July, 1995.

WHITTAKER, CLARK & DANIELS, INC.

BY:



Michael C. Argyle, President

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WHITTAKER, CLARK & DANIELS, INC.

CERTIFICATE OF AMENDMENT TO
THE CERTIFICATE OF INCORPORATION

LONNA R. HOOKS
Secretary of State

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The undersigned corporation, organized under the laws of the State of New Jersey, for the purpose of amending and restating its Certificate of Incorporation, does hereby execute the following Certificate of Amendment, pursuant to the provisions of Chapter 9 of the New Jersey Business Corporation Act.

FIRST The name of the corporation is

Whittaker, Clark & Daniels, Inc.

SECOND The following amendments to the Amended and Restated Certificate of Incorporation were approved by the Board of Directors and thereafter duly adopted by the shareholders of the corporation at a meeting on the 2nd day of July, 1996.

(a) Delete existing Article 6.

(b) Insert a new Article 6 to read as follows:

"6. The maximum number of shares which the corporation is authorized to have outstanding is twenty million and one, consisting of five million Class A common shares with a par value of \$0.30, fifteen million Class B common shares with a par value of \$0.001, and one Class C preferred share with no par value.

Each issued and outstanding share of Class A common stock, Class B common stock, and Class C preferred stock shall be entitled to one vote.

The relative rights, preferences, and limitations of the Class A shares and Class B shares shall be in

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all respects identical, share for share, except that any dividend upon the stock of the corporation shall, when declared by the directors, be upon both the Class A and Class B shares of the corporation, each class of common stock to receive the same dividend rate but upon a basis in direct proportion to the par value of the respective class, i.e., the holders of Class A common stock shall be entitled to participate in such distribution upon the basis of \$0.30 par value for each share of Class A common stock then held by the respective shareholders and the holders of Class B common stock shall be entitled to participate in such distribution upon the basis of \$0.001 par value for each share of Class B common stock then held by the respective stockholders, except in the event of any dividend on its common stock payable in shares of the corporation, each share of Class A common stock and Class B common stock shall participate in such stock dividend in direct proportion to the number of shares held of Class A common stock and Class B common stock, i.e., each share of Class A common stock shall be entitled to the same number of shares of the stock dividend as Class B common stock, and vice versa.

The Class C preferred share shall not be entitled to participate in any dividend distributions.

In the event of any liquidation, dissolution or winding up of the corporation, any assets remaining

after payment of or provision for claims against the corporation shall be distributed first to the holders of the Class C preferred share, provided, however, that not more than \$1,000,000.00 shall be distributed to the holder(s) of the Class C preferred share; and, second, any remaining assets shall be distributed among the holders of the common stock upon a basis in direct proportion to the par value of the respective classes of common stock.

The corporation shall not have any right to redeem the share of Class C preferred stock and, except as otherwise provided below, shall not have any obligation to redeem the share of Class C preferred stock. At any time after January 1, 1998 and upon written request of the holder(s) of the share of Class C preferred stock, all of such holder(s)' share of Class C preferred stock shall be redeemed by the corporation on the date set forth in the request and upon surrender of the certificate evidencing such share of Class C preferred stock at a redemption price of One Million Dollars (\$1,000,000.00). On and after the redemption of the share of Class C preferred stock, all rights of the holder(s) of the Class C preferred stock shall cease and terminate and such share of Class C preferred stock shall no longer be deemed to be outstanding; provided, however, that if the corporation defaults in the payment of the redemption price, the rights of the

holder(s) of the share of Class C preferred stock shall continue until the corporation cures such default.

The request for redemption shall be in writing and shall be delivered personally, sent by facsimile transmission, or sent by certified, registered, or express mail, postage and fees prepaid to the corporation at its principal place of business not more than 60 nor less than 30 days prior to any date fixed for redemption."

THIRD: The total number of shares entitled to vote on the Amended Certificate of Incorporation was 3,963,942 consisting of 535,371 shares of Class A common stock, and 3,428,571 shares of Class B common stock. The total number of shares voting for adoption of the Amended Certificate of Incorporation was 3,963,942 consisting of 535,371 shares of Class A common stock and 3,428,571 shares of Class B common stock. The number of shares voting against the Amended Certificate of Incorporation was none.

IN WITNESS WHEREOF, Whittaker, Clark & Daniels, Inc. has caused its duly authorized officer to execute this Certificate of Amendment to the Certificate of Incorporation this 11th day of February, 1997.

WHITTAKER, CLARK & DANIELS, INC.

BY: 

Michael C. Argyelos
President

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(02-02)

STATE OF NEW JERSEY
DIVISION OF REVENUE

Mail to:
PO Box 388
Trenton, NJ 08625

BUSINESS ENTITY AMENDMENT FILING
(Fee Required)

FILED

Fill out all applicable information below and sign in the space provided. Please note that once filed, the information on this page is considered public. Refer to the instructions for delivery/return options, filing fees and field-by-field requirements. Remember to remit the appropriate fee amount for this filing. Use attachments if more space is required for any field, or if you wish to add articles for the public record.

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A. Business Name: Whitaker, Clark & Daniels, Inc.

B. Statutory Authority for Amendment: 14A:9-2(4) & 14A:9-4(3) (See Instructions for List of Statutory Authorities)

C. ARTICLE 7. OF THE CERTIFICATE of Incorporation Formation Registration Authority Limited Partnership of the above-referenced business is amended to read as follows: (Use attachment if more space is required) The board of directors of the corporation shall consist of not less than one (1) and not more than fifteen (15) members, with the actual number to be determined, within those limits, from time to time, in the manner prescribed in the By-Laws.

D. Other Provisions: (Optional) time, in the manner prescribed in the By-Laws.

E. Date Amendment was Adopted: February 12, 2004

F. CERTIFICATION OF CONSENT/VOTING: (If required by one of the laws cited below, certify consent/voting)

N.J.S.A. 14A:9-1 et seq. or N.J.S.A. 15A:9-1 et seq., Profit and Non-Profit Corps. Amendment by the Incorporators
 Amendment was adopted by unanimous consent of the Incorporators.
N.J.S.A. 14A:9-2(4) and 14A:9-4(3), Profit Corps., Amendment by the Shareholders
 Amendment was adopted by the Directors and thereafter adopted by the shareholders.
Number of shares outstanding at the time the amendment was adopted see below and total number of shares entitled to vote thereon see below. If applicable list the designation and number of each class/series of shares entitled to vote: 110,606 shares of Class A Common Stock, 3,000,000 shares of Class B Common Stock

| Number of Shares Voting for Amendment | Number of Shares Voting Against Amendment |
|--|---|
| 110,606 shares of Class A Common Stock | 0 |
| 3,000,000 shares of Class B Common Stock | 0 |

* If the amendment provides for the exchange, reclassification, or cancellation of issued shares, attach a statement indicating the manner in which same shall be effected.

N.J.S.A. 15A:9-4, Non-profit Corps., Amendment by Members or Trustees
The corporation has does not have members.
If the corporation has members, indicate the number entitled to vote _____, and how voting was accomplished:
 At a meeting of the corporation. Indicate the number VOTING FOR _____ and VOTING AGAINST _____. If any class(es) of members may vote as a class, set forth the number of members in each class, the votes for and against by class, and the number present at the meeting:
Class Number of Members Voting for Amendment Voting Against Amendment
 Adoption was by unanimous written consent without a meeting.

If the corporation does not have members, indicate the total number of Trustees _____, and how voting was accomplished:
 At a meeting of the corporation. The number of Trustees VOTING FOR _____ and VOTING AGAINST _____.
 Adoption was by unanimous written consent without a meeting.

G. AGENT/OFFICE CHANGE
New Registered Agent: _____
Registered Office: (Must be a NJ street address)
Street _____ City _____ Zip _____

H. SIGNATURE(S) FOR THE PUBLIC RECORD (See Instructions for Information on Signature Requirements) 928101200
Signature [Signature] Title Chairman of the Board Date 2/12/04
Signature _____ Title _____ Date _____

The above-signed certifies that the business entity has complied with all applicable NJ statutory filing requirements

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