

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

Wilbur A. Cowett Incorporated

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Wilbur A. Cowett Incorporated.

SECOND: The name which it elects to use in Rhode Island is Wilbur A. Cowett Incorporated.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of State of New York.

FOURTH: The date of its incorporation is January 10, 1980 and the period of its duration is perpetual.

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1040 Fifth Avenue, New York, NY 10028
c/o Grafton H. Willey, III,

SIXTH: The address of its proposed registered office in Rhode Island is Willey & LeRoy, Ltd
10 Dorrance Street,
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is Grafton H. Willey, III.

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

See attached Certificate of Incorporation of
Wilbur A. Cowett Incorporated - Paragraph Second.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Wilbur A. Cowett	Director	1040 Fifth Ave., New York, NY 10028
Margaret A. Fitzgerald	Director	1040 Fifth Ave., New York, NY 10028
Leonard M. Leiman	Director	Reavis & McGrath, 345 Park Ave., New York, NY 10154
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Wilbur A. Cowett	President	1040 Fifth Ave., New York, NY 10028
Margaret A. Fitzgerald	Vice President	1040 Fifth Ave., New York, NY 10028
Leonard M. Leiman	Secretary	Reavis & McGrath, 345 Park Ave., New York, NY 10154
Wilbur A. Cowett	Treasurer	1040 Fifth Ave., New York, NY 10028
William Bush	Assistant Secretary	Reavis & McGrath, 345 Park Ave., New York, NY 10154

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
2,000	Class A Common		\$10.00
500	Class B Common		\$10.00

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
2,000	Class A Common		\$10.00
500	Class B Common		\$10.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 800,000M

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 120,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 2.5MM

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 1.5MM

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated....., 19 85 Wilbur A. Cowett Incorporated
[Exact Corporate Name of Corporation Making Application]

By Wilbur A. Cowett
Its President
and Leonard M. Leiman
Its Secretary

STATE OF New York }
COUNTY OF New York } Sc.
New York

At 345 Park Avenue, New York, in said County on the 12th day
of September 1985, before me personally appeared Wilbur A. Cowett
and Leonard M. Leiman, who being by me first duly sworn, declared that
they are President & Secretary, of Wilbur A. Cowett Incorporated,
~~he is the~~ respectively, that he signed the foregoing document as such President & Secretary, of the
corporation, and that the statements therein contained are true.

William R Bush
Notary Public

(NOTARIAL SEAL)

WILLIAM R. BUSH - New York
Notary Public, State of New York
No. 4507805
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1987

✓ 36401

CP65 65.00
CHEK 65.00
11/08/85 PAID 0421A001

NOV 6 1985
Jan

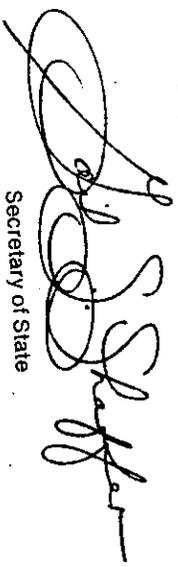
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**State of New York }
Department of State } ss.:**

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State
and that the same is a correct transcript of said original.*

Witness my hand and seal of the Department of State on

OCT 3 1985


Secretary of State

CERTIFICATE OF INCORPORATION

OF

WILBUR A. COWETT INCORPORATED

Under Section 402 of the Business Corporation Law

4634988

The undersigned for the purpose of forming a corporation under Section 402 of the Business Corporation Law, hereby certifies as follows:

FIRST: The name of the corporation shall be Wilbur A. Cowett Incorporated.

SECOND: The purposes for which it is formed are as follows:

To engage in the business of acting as a business or financial consultant to persons or businesses of all kinds or character.

To conduct researches, investigations and examinations of businesses and enterprises of every kind and description throughout the world with the aim of securing information and particulars for the investment and employment of capital.

To promote, cause to be organized, finance or advise any corporation, association, partnership, syndicate, entity, or person located in or organized under the laws of any authority in any part of the world.

To acquire all or any part of the securities, goodwill, rights, property or assets of, or to undertake or assume the whole or any part of the obligations or liabilities of, any corporation, association, partnership, syndicate, entity, or person, located in or organized under the laws of any authority in any part of the world, and to pay for the same in cash, stocks, bonds, debentures or other securities of this or any other corporation, or otherwise in any manner permitted by law, and to conduct in any lawful manner the whole or any part of any business so acquired.

To engage in any mercantile, manufacturing or trading business of any kind or character whatsoever throughout the world, and to do all things incidental to any such business.

To borrow or raise moneys for any of the purposes of the corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or nonnegotiable instruments and evidences of indebtedness, and to secure the payment thereon by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

To make any guaranty respecting securities, indebtedness, dividends, interests, contracts or other obligations so far as the same may be permitted to be done by a corporation organized under the laws of the state of New York.

To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer or otherwise dispose of and to invest, trade or deal in, real and personal property of every kind and description or any interest therein.

In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the state of New York upon corporations formed thereunder.

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

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is two thousand five hundred (2,500) shares of Common Stock at a par value of ten dollars (\$10.00) per share consisting of 2,000 shares of Class A Common Stock and 500 shares of Class B Common Stock. The relative rights, preferences, and limitations of Class A Common Stock and Class B Common Stock shall be the same, except that the holders of Class B Common Stock shall possess sole voting power for the election of directors and for all other purposes, and except as otherwise expressly provided by the Business Corporation Law, the holders of Class A Common Stock shall not be entitled to vote at any election of directors or for any other purpose.

FIFTH: The Secretary of State of the State of New York is designated as the agent of the corporation upon

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whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of any process served upon him is c/o Leonard M. Leiman, Reavis & McGrath, 345 Park Avenue, New York, New York 10022.

SIXTH: The accounting period which the corporation intends to establish as its first calendar year for reporting the franchise tax on business corporations shall end on December 31, 1980.

IN WITNESS WHEREOF, this certificate has been duly executed this *9th* day of *January*, 1980.

Russell J. Guglielmino

Russell J. Guglielmino
345 Park Avenue
New York, New York

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

On this 4 day of January, 1950, before me personally came Russell J. Guglielmino to me known to be the individual described in and who executed the foregoing instrument, and he acknowledged to me that he executed the same.

Francis A. ...
Notary Public

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4634080

CERTIFICATE OF INCORPORATION

OF

WILBUR A. COWETT INCORPORATED

STATE OF NEW YORK
DEPARTMENT OF STATE

JAN 10 1930

AMT OF CHECK	72.50
FILED FEB	1930
TAX	72.50
COPY	10
CERT	
REFUND	
BY:	<i>m</i>

*Rec'd - Mr. Smith
3 15 1930
1930*

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