

Printing Fee: \$150.00

License Fee: \$15.00 minimum (§7-1.1-124)

ID NUMBER:

103218



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

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:

1. The name of the corporation is CROSSMARK, INC. (60)

2. It is incorporated under the laws of DELAWARE

3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof), then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:

4. The date of its incorporation is 8-29-96 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 6400 International Pkwy., Suite 1000-2000, Plano, TX 75093

6. The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd., Suite 200, (Street) Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at (City/Town) (Zip Code)

that address is National Registered Agents, Inc.

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: Information gathering; sales & marketing of consumer products and services generated by manufacturers and retailers.

8. The names and respective addresses of the directors and officers are: **SEE ATTACHED.

Table with 2 columns: Name, Address. Rows for Director, President, Vice President, Secretary, Treasurer. Includes a 'FILED' stamp and date 'OCT 30 1997'.

9. 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 or Statement that Shares are without Par Value</u>
-------------------------	--------------	---------------	---

**SEE ATTACHED

10. 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 or Statement that Shares are without Par Value</u>
-------------------------	--------------	---------------	---

**SEE ATTACHED

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 11,296,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ -0-.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located -0- % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 141,317,072.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 53,057.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year 0.04 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Dated October 15, 19 98

CROSSMARK, INC.

(Exact Corporate Name of Corporation Making Application)

By [Signature]

President or Vice President (check one)
John N. Owens

AND

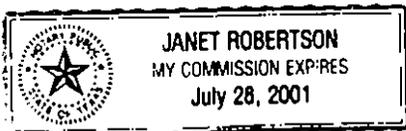
By [Signature]

Secretary or Assistant Secretary (check one)
David A. Baxley

STATE OF Texas
COUNTY OF Collin

In Plano, Texas, on this 15th day of October, 19 98, personally appeared before me John N. Owens, an officer of the corporation, who, under oath, verified that the

information contained in this Application is true and accurate.



[Signature]
Notary Public
My Commission Expires: 7-28-01

**ATTACHMENT TO QUALIFICATION
FOR
CROSSMARK, INC.**

OFFICERS:

<u>NAME, OFFICE AND DATE OF TAKING OFFICE</u>	<u>ADDRESS</u>
O. R. Smith, Jr., CEO 9-96	6400 International Pkwy., Suite 1000 Plano, TX 75093
John N. Owens, President 9-96	6400 International Pkwy., Suite 1000 Plano, TX 75093
David A. Baxley, Executive Vice President and Secretary 9-96	6400 International Pkwy., Suite 1000 Plano, TX 75093

DIRECTORS:

<u>NAME AND DATE OF TAKING OFFICE</u>	<u>ADDRESS</u>
O. R. Smith, Jr. 9-96	6400 International Pkwy., Suite 1000 Plano, TX 75093
John N. Owens 9-96	6400 International Pkwy., Suite 1000 Plano, TX 75093
David A. Baxley 9-96	6400 International Pkwy., Suite 1000 Plano, TX 75093

**STOCK OWNERSHIP ATTACHMENT
FOR QUALIFICATION OF
CROSSMARK, INC.**

AUTHORIZED STOCK

<u>Class</u>	<u>Series</u>	<u>Par Value</u>	<u>Number of Shares</u>
Preferred	Voting	\$0.01	300 shares
Class A	Non-Voting	\$0.01	10,000 shares
Class B	Non-Voting	\$0.01	10,000 shares
Class C	Non-Voting	\$0.01	100,000 shares

ISSUED STOCK

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Preferred	Voting	290 shares
Class A	Non-Voting	116.79170 shares
Class B	Non-Voting	91.38365 shares
Class C	Non-Voting	19,483.95384 shares

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "AMERICAN MANAGEMENT GROUP, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF AUGUST, A.D. 1996, AT 11:45 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2658275 8100

981361952

AUTHENTICATION: 9308315

DATE: 09-17-98

**STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
A STOCK CORPORATION**

OF

AMERICAN MANAGEMENT GROUP, INC.

1. **Name.** The name of the Corporation is American Management Group, Inc.
2. **Duration.** The period of duration of the Corporation is perpetual.
3. **Registered Office and Agent.** The Registered Office in the State of Delaware is to be located at 9 East Loockerman Street, in the City of Dover, County of Kent, Zip Code 19901. The Registered Agent in charge thereof is National Registered Agents, Inc.
4. **Purpose.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
5. **Shares.** The total number of shares of all classes of Stock which the Corporation shall have authority to issue is 120,200 shares, consisting of 200 shares of Voting Preferred Stock, par value one cent per share (\$0.01) ("Voting Stock"); 10,000 shares of Class A Preferred Non-Voting Stock, par value of one cent (\$0.01) per share ("Class A Stock"); 10,000 shares of Class B Preferred Non-Voting Stock, par value of one cent (\$0.01) per share ("Class B Stock"); and 100,000 shares of Non-Voting Common Stock, par value of one cent (\$0.01) per share ("Common Stock"). Class A Stock, Class B Stock and Common Stock is referred to herein collectively as "Non-Voting Stock." Voting Stock and Non-Voting Stock is referred to herein collectively as "Capital Stock." Fractional shares of Capital Stock may be issued by the Corporation.

The powers, preferences, rights, and qualifications, limitations, and restrictions applicable to each class of Capital Stock are as follows:

A. Equity Interest in Corporation.

- (1) Voting Stock. Subject to Subsection (5)b below, each issued and outstanding share of Voting Stock shall have a fixed value of \$1.00 per share for all purposes, and the "Equity Interest in the Corporation" of each outstanding share of Voting Stock shall at all times be \$1.00 per share.
- (2) Class A Stock. Subject to Subsection (5)b below, each of the issued and outstanding shares of Class A Stock shall represent at all times

CERTIFICATE OF INCORPORATION -1-

and at any time \$100,000 per share (or the applicable prorated portion of \$100,000 for each fractional share of Class A Stock) of the aggregate net assets of the Corporation; and the combined interest of all outstanding Class A Stock in the aggregate net assets of the Corporation shall be referred to herein as the "Equity Interest of Class A Stock" in the net assets of the Corporation. The Equity Interest of Class A Stock shall not be reduced or affected in any manner by the issuance of shares of Class B Stock and/or Common Stock but the Equity Interest of Class A Stock shall be reduced proportionately as shares of Class A Stock are redeemed or acquired by the Corporation.

- (3) Class B Stock. Subject to Subsection (5)b below, each of the issued and outstanding shares of Class B Stock shall represent at all times and at any time \$100,000 per share (or the applicable prorated portion of \$100,000 for each fractional share of Class B Stock) of the aggregate net assets of the Corporation; and the combined interest of all outstanding Class B Stock in the aggregate net assets of the Corporation shall be referred to herein as the "Equity Interest of Class B Stock" in the net assets of the Corporation. The Equity Interest of Class B Stock shall not be reduced or affected in any manner by the issuance of shares of Common Stock, but the Equity Interest of Class B Stock shall be reduced proportionately as shares of Class B Stock are redeemed or acquired by the Corporation.
- (4) Common Stock. So long as any Class A Stock and/or Class B Stock is issued and outstanding, the aggregate issued and outstanding shares of Common Stock shall have an interest in and represent at any time and at all times, the remaining interest in the net assets of the Corporation in excess of (i) the Equity Interests of Class A Stock, Class B Stock and the Voting Stock then issued and outstanding, and (ii) any unpaid Special Cumulative Dividends on the Class A Stock as provided herein, which shall be called the "Equity Interest of the Common Stock" in the Corporation.

Notwithstanding the foregoing, if at any time there are no issued and outstanding shares of Class A Stock and Class B Stock, then the Common Stock shall share proportionately in all of the net assets of the Corporation in excess of the Equity Interest of the Voting Stock.

- (5) Net Assets. The term "net assets" as used herein shall mean the amount by which total assets of the Corporation exceeds the total liabilities of the Corporation as determined in accordance with

generally accepted accounting principles consistently applied by the accountants of the Corporation as of the end of the month which precedes the month in which the purchase of shares by the Corporation is to occur; provided, however, so long as there is in effect a Stock Restriction Agreement (as defined in Subsection 5.D(6) hereof) covering the Class A Stock, Class B Stock and Common Stock, then the "net assets" applicable in determining the Equity Interest of Class A Stock, the Equity Interest of Class B Stock, and the Equity Interest of the Common Stock shall mean an amount determined pursuant to the following formula:

- a. As of the "Valuation Date" (hereinafter defined), determine, on a consolidated basis, the amount of the Corporation's assets (including the assets of all subsidiaries of the Corporation), less the amount of the Corporation's and all of its subsidiaries' liabilities on the applicable date as disclosed by the Corporation's and its subsidiaries' books of account regularly maintained in accordance with its past, tax basis accounting principles used for federal income tax purposes, consistently applied, but adjusted as follows:
 - (i) No amount shall be included for non-tax deductible goodwill;
 - (ii) Accounts receivable in excess of ninety (90) days which are deemed by the Corporation to be uncollectible shall be eliminated;
 - (iii) The proceeds of any life insurance policy(s) payable to the Corporation, on the life of a deceased insured, in excess of the cash value of the policy(s) immediately prior to such insured's death shall not be taken into consideration and shall be eliminated;
 - (iv) Accruals for bonuses payable to employees and amounts payable to qualified and non-qualified employee benefit plans of the Corporation or its subsidiaries based on the past practices of the Corporation shall be included as liabilities (if not otherwise reflected). For this purpose, the Corporation may assume target bonuses equal to the bonuses paid for the prior fiscal year and target

contributions to the employee benefit plans equal to the average payments for the prior three fiscal years;

- (v) Based on the foregoing adjustments, additional adjustments shall be made as necessary to reflect any deferred income, franchise, or other tax liabilities;
- (vi) An amount equal to any unpaid Special Cumulative Dividends, whether declared or not declared, shall be subtracted; and
- (vii) The cost of any appraisal or transaction costs associated with the event triggering the valuation shall be a reduction.

The "Valuation Date" shall mean the last day of the Corporation's fiscal year next preceding the event requiring the valuation. The "net assets" shall be determined by the certified public accounting firm then servicing the books of the Corporation and such determination shall be binding upon all interested parties and their successors, assigns, heirs, and personal representatives.

- b. Notwithstanding the preceding provisions of this Subsection (5), if the Corporation's net assets (determined in preceding subparagraph a as of the relevant Valuation Date) are less than an amount equal to \$100,000 times the number of all outstanding shares of Class A Stock and Class B Stock plus \$1.00 times the number of all outstanding shares of Voting Stock (collectively, the "Preferred Target Equity Amount"), then the "Equity Interest of Class A Stock," the "Equity Interest of Class B Stock" and the Equity Interest of the Voting Stock in the net assets of the Corporation shall be reduced proportionately (based on their relative amounts) by the percentage determined by dividing the "net assets" amount by the Preferred Target Equity Amount.

B. Voting.

- (1) By Voting Stock Only. Except as expressly provided herein, at every meeting of the stockholders of the Corporation, every holder of Voting Stock shall be entitled to one vote, in person or by proxy, for each share of Voting Stock registered in his name on the transfer books of

the Corporation. The holders of Class A Stock, Class B Stock, and Common Stock shall not be entitled to vote on any matter.

- (2) Cumulative Voting. There shall be no cumulative voting with respect to directors.

C. Dividends.

- (1) Special Cumulative Dividends. The holders of Class A Stock shall be entitled to receive a Special Cumulative Dividend equal to an annual simple interest rate of one-half percent (.5%) of the aggregate then outstanding Equity Interest of Class A Stock payable in cash, but only out of assets or funds legally available therefor, as declared from time to time by the Board of Directors. In the event that a payment of a Special Cumulative Dividend on Class A Stock is not declared or paid in any year, for any reason, then such annual dividend shall be cumulative from the last day of such year, whether or not such dividends are declared by the Board of Directors (with approval by the holders of 75% of the outstanding Voting Stock of the Corporation). Unless all Special Cumulative Dividends on Class A Stock for all past years and for the current year have been declared, and the Corporation has paid those dividends, no dividends will be paid or set apart for payment on the Common Stock or any other class of Preferred Stock, no distribution will be made on the Common Stock (other than a dividend payable in Common Stock) or any class of Preferred Stock other than Class A Stock, and no shares of Preferred or Common Stock will be redeemed, retired or otherwise acquired for valuable consideration. Any cumulative, unpaid dividends on Class A Stock will not bear interest.

- * (2) Regular Dividends; Restrictions. Subject to the rights of holders of Class A Stock to receive Special Cumulative Dividends as provided in Subsection (1) above, only the holders of Class A Stock and Common Stock shall be entitled to receive dividends, payable in cash or otherwise, as may be declared thereon by the Board of Directors (with approval of the holders of 75% of the Voting Stock of the Corporation) from time to time out of assets or funds of the Corporation legally available for such payment. The payment of such regular dividends, however, shall be subject to the following restrictions: (i) A dividend may not be declared unless all unpaid Special Cumulative Dividends on the Class A Stock have been paid up through the date of the declaration; (ii) Such payment does not impair the Equity Interest of the Class B Stock as of the date of declaration;

(iii) A dividend (other than Special Cumulative Dividends) may not be declared and paid on Class A Stock without declaring a dividend on Common Stock, and likewise may not be declared on Common Stock without declaring a dividend on Class A Stock; and (iv) Any such dividends so declared shall in the aggregate be allocated between the Class A Stock and Common Stock in the proportion that their respective Equity Interests bears to the total Class A Stock and Common Stock Equity Interests. Voting Stock and Class B Stock shall not participate in any dividend distributions.

D. Distribution of Assets.

- (1) In the event the Corporation shall be liquidated, dissolved or wound-up, whether voluntarily or involuntarily, the holders of Class A Stock shall be entitled to receive out of the assets of the Corporation, whether such assets are capital or surplus, an amount equal to any Special Cumulative Dividends, whether declared or not declared, which remain unpaid on the date of such distribution before any payment shall be made or any assets distributed to the holders of any other class of stock. If, upon any liquidation or dissolution, whether voluntary or involuntary, the assets thus distributed among the holders of Class A Stock are insufficient to permit the payment to such stockholders of the full Special Cumulative Dividend amounts thereof, then the entire assets of the Corporation to be distributed shall be distributed ratably among the holders of Class A Stock based upon their relative, unpaid Special Cumulative Dividends.
- (2) After payment or distribution to holders of Class A Stock of such Special Cumulative Dividends, the holders of Class A Stock and Class B Stock shall be entitled to receive out of the assets of the Corporation, whether such assets are capital or surplus, the sum of the Equity Interest of Class A Stock plus the Equity Interest of Class B Stock, and no more, before any payment shall be made or any assets distributed to the holders of common shares. If, upon any liquidation or dissolution, whether voluntary or involuntary, the assets thus distributed among the holders of Class A Stock and Class B Stock are insufficient to permit the payment to such shareholders of the full preferential amounts thereof, then the entire remaining assets of the Corporation to be distributed shall be distributed ratably among the holders of the Class A Stock and Class B Stock determined by each stockholder's relative Equity Interest based on his stock ownership of the combined Equity Interests of the Class A Stock and Class B Stock.

- (3) After payment or distribution to the holders of the Class A Stock and Class B Stock of such preferential amounts, the holders of Voting Stock shall be entitled to receive out of the assets of the Corporation, whether such assets are capital or surplus, the sum of One Dollar (\$1.00) per share, and no more, before any payment shall be made or assets distributed to the holders of Common Shares. If, upon any liquidation or dissolution, whether voluntary or involuntary, the assets thus distributed among the holders of Voting Stock are insufficient to permit the payment to such shareholders of the full preferential amounts thereof, then the assets of the Corporation remaining to be distributed after distribution to the holders of the Class A Stock and Class B Stock shall be distributed ratably among the holders of the Voting Stock.
- (4) After payment or distribution to the holders of Class A Stock, Class B Stock and Voting Stock of such preferential amounts, the holders of Common Stock shall be entitled to receive ratably all the remaining assets of the Corporation.
- (5) A consolidation or merger of this Corporation with or into any other corporation or corporations or a sale or conveyance of all or any part of the assets of the Corporation (which shall not in fact result in the liquidation of the Corporation and the distribution of the assets to its stockholders) shall not be deemed to be a liquidation or dissolution or winding-up of the Corporation within the meaning of this subsection.
- (6) Notwithstanding the foregoing subsections, if the holder of either Class A Stock, Class B Stock or Common Stock has entered into a Stock Restriction Agreement (herein so called) between the Corporation and such stockholder, which provides for a different value in the event of a liquidation, dissolution, or a winding-up of the Corporation or upon any other event affecting such stockholder, then the valuation placed on the stock by the Stock Restriction Agreement shall apply and control for purposes of payment to such stockholder for his stock. Class A Stock, Class B Stock and Common Stock, either originally issued or acquired and sold from treasury shares of the Corporation, may be issued or sold only if such Stock is made subject to a Stock Restriction Agreement, in a form approved by the Board of Directors and 75% of the holders of the Voting Stock of the Corporation; and the transferee or owner of such shares acknowledges and agrees in writing to be bound by the terms of such Stock Restriction Agreement. Nothing herein is intended to limit the right

of the Corporation and the holders of Voting Stock from also entering into a stock transfer restriction agreement.

- E. Redemption or Call Rights. Notwithstanding any provision herein to the contrary, the Corporation may, by resolution of the Corporation's Board of Directors and with the consent of the holders of 75% of the Voting Stock of the Corporation, at any time and from time to time, redeem all or any part of the issued and outstanding Class A Stock, Class B Stock or Common Stock, under the procedures of this Subsection E, by paying the holders thereof an amount equal to that portion of the net assets of the Corporation represented by such shares (i.e., the Equity Interest of the holder's Class A Stock, Class B Stock or Common Stock), together (if applicable) with any accrued but unpaid Special Cumulative Dividend on any Class A Stock so redeemed. To exercise this redemption right, the Corporation shall give notice of its election to redeem any Class A Stock, Class B Stock and/or Common Stock (the "Call Stock"), by mailing a copy of its election, postage prepaid, not less than 20 nor more than 90 days prior to the date designated as the date for the redemption, to the holders of the stock to be redeemed, addressed to them at their respective addresses appearing on the books of the Corporation. Failure to give such notice, or any defect in a notice or in the mailing thereof, shall not affect the validity of the redemption. The Corporation shall be entitled to select the shares to be redeemed, by lot or pro rata or in any other reasonable manner the Corporation's Board of Directors (with the consent of the holders of 75% of the Voting Stock) determines; provided, however, if the Corporation elects to redeem any percentage of a stockholder's Common Stock, then the Corporation must also redeem the same percentage of such holder's Class B Stock, if any. For example, if the Corporation elects to redeem 60 of 100 shares of a stockholder's Common Stock, then it must also redeem 60% of that stockholder's Class B Stock. This redemption right of the Corporation shall apply at all times and be in addition to any other rights to purchase afforded to the Corporation under the Stock Transfer Agreement with respect to the Non-Voting Stock. On or after the date of redemption specified in the redemption notice, each holder of the Call Stock shall be entitled to receive for such Call Stock the redemption price in cash, upon presentation or surrender of such Call Stock at the place designated in the notice. The holder of the Call Stock shall properly endorse in blank for transfer or shall submit proper instruments of assignment in blank and bearing all necessary stock transfer stamps affixed and canceled so as to permit the transfer of the Call Stock to the Corporation. Unless the Corporation defaults in paying or providing the money consideration the redemption price, from and after the date of the redemption specified in the notice: (i) all dividends upon such Call Stock, if any, shall cease, and (ii) all rights of the holders of such Call Stock as stockholders of the Corporation shall cease, except for the right to receive the redemption price of the Call Stock on

or after the redemption date without interest. From and after the date of redemption, the Call Stock shall no longer be deemed to be outstanding.

6. Stockholder Approval Required. Notwithstanding any other provisions of this Certificate to the contrary, the Board of Directors of the Corporation shall not authorize or cause the Corporation, or any of its subsidiaries, to do or take any of the following actions without obtaining the approval by vote or written consent of the holders of 75% of the outstanding Voting Stock of the Corporation.
- A. Capital Stock. Issue, sell, purchase, redeem or retire any shares of the Corporation's Capital Stock or other stock or equity interest, or any rights, warrants or options in respect thereof, or make any commitment or agreement relating to any of the foregoing, except as may be otherwise required under any Stock Restriction Agreement by and among the Corporation and any of its stockholders, or under any stock transfer agreement applicable to the Voting Stock.
 - B. Major Corporate Acts. Liquidate, dissolve, amend this Certificate (or the articles or certificate of incorporation of any subsidiary), adopt or amend the Corporation's bylaws, make any changes in the Corporation's or any subsidiary's equity capital structure, engage or agree to engage in any merger, consolidation or sale of any substantial portion of the Corporation's or any subsidiary's assets or in any other extraordinary corporate transaction, or pay any dividends or make or commit to make any other distribution in respect to Capital Stock.
 - C. Credit Extension. Extend credit to or utilize corporate assets for the benefit of any person or entity other than the Corporation or its subsidiaries, except (i) as a normal and customary extension of credit to customers or principals in the ordinary course of business; (ii) loans to employees of the Corporation, which loans are extended on reasonable terms; and (iii) advances of expenses in connection with indemnification claims.
 - D. Acquisitions. Approve the acquisition by the Corporation or any subsidiary of substantially all of the assets of, or any stock or equity interest in any company or entity (including by merger or other combination).
 - E. Directors and Officers. Approve or appoint the chairman of the board or the president of the Corporation or any subsidiary, or elect, remove or replace directors and officers of the Corporation or any subsidiary, as well as approve any replacements or additional members to the board of directors (or replacement or additional officers) of the Corporation or any subsidiary.

- F. Executive and Other Committees. Approve, appoint, remove or change executive or other committees, including the compensation committee under the Long Term Incentive Compensation Plan of the Corporation, as permitted by the bylaws of the Corporation or any subsidiary.
- G. Borrow Funds. Enter into lending or credit agreements with third-party lenders or financial institutions in excess of \$250,000 or enter into a lease of real or personal property or any other commitment of corporate funds in excess of \$250,000 over a two-year period.
- H. Special Compensation or Covenants. Approve or incur obligations for deferred compensation, salary continuation, non-qualified compensation, or payments for non-compete, non-solicitation, confidentiality or similar covenants to any person or entity; pay any salary, bonus or other compensation, or approve or incur obligations for any deferred compensation, salary continuation, non-qualified compensation, or payments for non-compete, non-solicitation, confidentiality, or similar covenants to any person who owns Voting Stock or who is a member of the Board of Directors (except for payments or benefits provided under employment or other agreements between the Corporation and such individuals which have been previously approved by the Board of Directors and/or the owners of Voting Stock as required hereunder).
7. Bylaws. Except as limited by Section 6 hereof, the holders of 75 % of the Corporation's issued and outstanding Voting Stock shall adopt the initial bylaws of the Corporation and may thereafter alter, amend, or repeal the bylaws of the Corporation or may adopt new bylaws.
8. Release of Liability. No person shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, including without limitation directors serving on committees of the Board of Directors; provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is amended hereafter to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware, as so amended. Any amendment, repeal or modification of this Section 8 shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such amendment, repeal or modification.

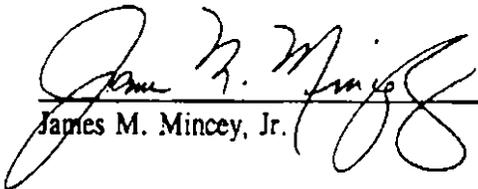
9. Repurchase of Stock. Except as provided in Section 6 hereof, the Corporation shall have the authority to purchase, directly or indirectly, its own shares to the fullest extent permitted by law, without submitting such purchase to a vote of the stockholders of the Corporation.
10. Amendment of Certificate of Incorporation. The Corporation hereby reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in any manner permitted by the General Corporation Law of Delaware and all rights and powers conferred upon stockholders, directors and officers herein are granted subject to this reservation. Any such amendment, alteration, change or repeal shall require the affirmative vote of both (a) a majority of the members of the Board of Directors then in office, and (b) the holders of 75% of the issued and outstanding Voting Stock.
11. Initial Directors. The number of directors constituting the initial Board of Directors is seven, and the names and addresses of the persons who are to serve as directors until the first meeting of the shareholders, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Fred L. Arnold	12404 Park Central Drive Dallas, Texas 75251
O.R. Smith, Jr.	12404 Park Central Drive Dallas, Texas 75251
Austin H. Bell	1224 Louisiana Street Little Rock, Arkansas 72202
Peter J. Powell	1224 Louisiana Street Little Rock, Arkansas 72202
David A. Baxley	12404 Park Central Drive Dallas, Texas 75251
John N. Owens	1224 Louisiana Street Little Rock, Arkansas 72202
William P. Phillips	501 Riverchase Parkway East Birmingham, Alabama 35244

12. Incorporator. The name and mailing address of the incorporator is:

<u>Name</u>	<u>Address</u>
James M. Mincey, Jr.	12221 Merit Drive, Suite 1210 Dallas, Texas 75251

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 28th day of August, 1996.


James M. Mincey, Jr.

65626JMM

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AMERICAN MANAGEMENT GROUP, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF MARCH, A.D. 1997, AT 9 O'CLOCK A.M.



2658275 8100

981361952

Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION: 9308320

DATE: 09-17-98

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AMERICAN MANAGEMENT GROUP, INC.**

AMERICAN MANAGEMENT GROUP, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of the Corporation resolutions were adopted setting forth proposed amendments to the Certificate of Incorporation of the Corporation, declaring such amendments to be advisable and directing that the amendments be considered and approved by written consent of 75% of the holders of the Voting Stock of the Corporation. The resolution setting forth the proposed amendments is as follows:

RESOLVED, that the Board of Directors of the Corporation hereby approves and declares it advisable that the Certificate of Incorporation (the "Certificate") of the Corporation be amended as follows:

"First Amendment. The first sentence of Paragraph 5 of the Certificate with respect to "Shares" of the Certificate is amended by deleting the sentence in its entirety and inserting the following sentence in its place:

The total number of shares of all classes of Stock which the Corporation shall have authority to issue is 120,300 shares, consisting of 300 shares of Voting Preferred Stock, par value one cent per share (\$0.01) ("Voting Stock"); 10,000 shares of Class A Preferred Non-Voting Stock, par value of one cent (\$0.01) per share ("Class A Stock"); 10,000 shares of Class B Preferred Non-Voting Stock, par value of one cent (\$0.01) per share ("Class B Stock"); and 100,000 shares of Non-Voting Common Stock, par value of one cent (\$0.01) per share ("Common Stock")."

"Second Amendment. Subparagraph C(i) of Paragraph 5 of the Certificate is amended by deleting such subparagraph (i) in its entirety and inserting the following in its place:

(i) Special Cumulative Dividends. The holders of Class A Stock shall be entitled to receive a Special Cumulative Dividend equal to an annual simple interest rate of one-half percent (.5%) of the aggregate then outstanding Equity Interest of Class A Stock payable in cash, but only out of assets or funds legally available therefor, as declared from time to time by the Board of Directors. In the event that a

payment of a Special Cumulative Dividend on Class A Stock is not declared or paid in any year, for any reason, then such annual dividend shall be cumulative from the last day of such year, whether or not such dividends are declared by the Board of Directors (with approval by the holders of 51% of the outstanding Voting Stock of the Corporation). Unless all Special Cumulative Dividends on Class A Stock for all past years and for the current year have been declared, and the Corporation has paid those dividends, no dividends or distributions will be paid or set apart for payment on the Common Stock, the Class B Stock, or any other class of Preferred Stock (other than a dividend payable in Common Stock or in Class B Stock). Any cumulative, unpaid dividends on Class A Stock will not bear interest."

"Third Amendment. The term "75%", referring to the percentage of the holders of Voting Stock required to approve or consent to certain actions, in the following Paragraphs and subparagraphs of the Certificate shall be changed to "51%": Paragraph 5.C(2), Paragraph 5.D(6), Paragraph 5.E, Paragraph 6, Paragraph 7, Paragraph 10(b). As a result of these amendments, such provisions shall apply so that only the approval by vote or written consent of the holders of 51% of the outstanding Voting Stock of the Corporation shall be required for the actions referenced in such Paragraphs or subparagraphs."

"Fourth Amendment. The reference in the sixth sentence of Paragraph 5.E of the Certificate to the term "Stock Transfer Agreement" is deleted and replaced with the current defined term "Stock Restriction Agreement"."

SECOND: That thereafter, by written consent of 75% of the holders of the Voting Stock of the Corporation in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware (the "DGCL"), and as required by the DGCL and the Certificate of Incorporation, such Voting Stockholders approved the amendment.

IN WITNESS WHEREOF, AMERICAN MANAGEMENT GROUP, INC., has caused this Certificate to be signed this 6th day of MARCH, 1997.

AMERICAN MANAGEMENT GROUP, INC.

By: Austin H. Bell
Austin H. Bell, President

77166JMM

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AMERICAN MANAGEMENT GROUP, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF OCTOBER, A.D. 1997, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2658275 8100

981361952

AUTHENTICATION: 9308329

DATE: 09-17-98

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AMERICAN MANAGEMENT GROUP, INC.

AMERICAN MANAGEMENT GROUP, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of the Corporation resolutions were adopted setting forth proposed amendments to the Certificate of Incorporation of the Corporation, declaring such amendments to be advisable and directing that the amendments be considered and approved by written consent of at least 51% of the holders of the Voting Stock of the Corporation. The resolution setting forth the proposed amendments is as follows:

RESOLVED, that the Board of Directors of the Corporation hereby approves and declares it advisable that the Certificate of Incorporation (the "Certificate") of the Corporation be amended as follows:

1. Subparagraphs 5.A(4) and 5.A(5) of the Certificate are amended by deleting such Subparagraphs (4) and (5) in their entirety and inserting the following in their place:

"(4) Common Stock. So long as any Class A Stock and/or Class B Stock is issued and outstanding, the aggregate issued and outstanding shares of Common Stock shall have an interest in and represent at any time and at all times, the remaining interest in the net assets of the Corporation in excess of (i) the Equity Interests of Class A Stock, Class B Stock and the Voting Stock then issued and outstanding, and (ii) any unpaid Special Cumulative Dividends on the Class A Stock as provided herein, which shall be called the "Equity Interest of the Common Stock" in the Corporation. If at any time there are no issued and outstanding shares of Class A Stock and Class B Stock, then the Common Stock shall share proportionately in all of the net assets of the Corporation in excess of the Equity Interest of the Voting Stock. Notwithstanding the foregoing, so long as there is in effect a Stock Restriction Agreement (as defined in Subsection 5.D(6) hereof) covering the Class A Stock, Class B Stock and Common Stock, then the "net assets" applicable in determining the Equity Interest of Class A Stock, the Equity Interest of Class B Stock, and the Equity Interest of the Common Stock shall mean the Corporation's Net Book Value, as determined in accordance with the provisions of Section 4.1.C of such Stock Restriction Agreement."

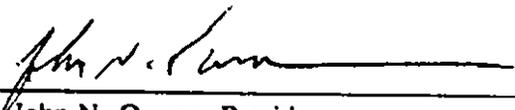
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION

-1-

AMERICAN MANAGEMENT
GROUP, INC.

IN WITNESS WHEREOF, AMERICAN MANAGEMENT GROUP, INC., has caused
this Certificate to be signed this 19 day of Sept, 1997.

AMERICAN MANAGEMENT GROUP, INC.

By: 
John N. Owens, President

84075 1

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"GORDON-MURDOCK, INC.", A TEXAS CORPORATION,

"PHILLIPS BROKERAGE CO., INC.", A ALABAMA CORPORATION,

WITH AND INTO "AMERICAN MANAGEMENT GROUP, INC." UNDER THE NAME OF "AMERICAN MANAGEMENT GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



2658275 8100M

981361952

Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION: 9308335

DATE: 09-17-98

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP**

**SUBSIDIARY INTO PARENT
Section 253**

**CERTIFICATE OF OWNERSHIP
MERGING
GORDON-MURDOCK, INC., SALES-MARK, INC.,
AND PHILLIPS BROKERAGE CO., INC.
INTO
AMERICAN MANAGEMENT GROUP, INC.**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

AMERICAN MANAGEMENT GROUP, INC., a Delaware corporation incorporated on the 21st day of January, 1997, pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY that this corporation owns 100% of the capital stock of the following three corporations: (i) GORDON-MURDOCK, INC., a Texas corporation incorporated on October 5, 1984, pursuant to the provisions of the Texas Business Corporation Act, (ii) SALES MARK, INC., a Tennessee corporation incorporated on June 1, 1987, pursuant to the provisions of the Tennessee General Corporation Act and (iii) PHILLIPS BROKERAGE CO., INC., an Alabama corporation incorporated on November 3, 1961, pursuant to the provisions of the Alabama Business Corporation Act, and that this corporation, by written unanimous consent of its Board of Directors and written consent of its stockholders holding 51% of its outstanding voting stock, both effective on December 15, 1997, determined to and did merge into itself said corporations, each of which resolution is in the following words to wit:

***Approval of Merger.**

WHEREAS, Articles of Merger have been proposed whereby the following subsidiaries of AMERICAN MANAGEMENT GROUP, INC. ("AMG"): SALES MARK, INC., PHILLIPS BROKERAGE CO., INC., and GORDON-MURDOCK, INC., shall be merged into AMG; and the separate existence of each subsidiary shall

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP

AMERICAN MANAGEMENT
GROUP, INC.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/31/1997
971453473 - 2658275

cease to exist effective as of the close of business on December 31, 1997 (the "Merger");

WHEREAS, it is deemed in the best interests of the Corporation that the Merger pursuant to the Articles of Merger be approved and performed;

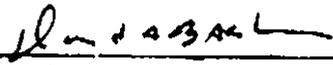
WHEREAS, the Bylaws of AMG require the written consent of stockholders holding 51% of the outstanding Voting Stock of AMG to approve major corporate acts, such as the Merger;

RESOLVED, that the Articles of Merger between the Corporation and Sales Mark, Inc., Phillips Brokerage Co., Inc. and Gordon-Mundlock, Inc., are approved in the form submitted; and

RESOLVED FURTHER, that the officers of the Corporation are authorized on behalf of the Corporation to take such actions and to execute and file the Articles of Merger and any other documents as may be necessary or convenient to carry out and perform the Merger."

IN WITNESS WHEREOF, said AMERICAN MANAGEMENT GROUP, INC., has caused its corporate seal to be affixed and this certificate to be signed by David A. Baxley, its Executive Vice President, this December 29th, 1997.

AMERICAN MANAGEMENT GROUP, INC.

By: 
David A. Baxley, Executive Vice President

88707.1 .

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AMERICAN MANAGEMENT GROUP, INC.", CHANGING ITS NAME FROM "AMERICAN MANAGEMENT GROUP, INC." TO "CROSSMARK, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF JULY, A.D. 1998, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2658275 8100

981361952

AUTHENTICATION: 9308342

DATE: 09-17-98

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AMERICAN MANAGEMENT GROUP, INC.**

AMERICAN MANAGEMENT GROUP, INC., (the "Corporation") a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("DGCL"), DOES HEREBY CERTIFY:

FIRST: That by unanimous written consent of the Board of Directors of the Corporation in accordance with Sections 141(f) and 242 of the DGCL resolutions were adopted setting forth a proposed amendment to the Certificate of Incorporation to change the name of the Corporation, declaring such amendment to be advisable and directing that such amendment be considered and approved by written consent of the holders of at least 51% of the issued and outstanding Voting Stock of the Corporation. The amendment alters or changes paragraph 1 of the Certificate of Incorporation and the full text of the provision altered is as follows:

1. Name. The name of the Corporation is Crossmark, Inc."

SECOND: That thereafter, by written consent of the holders of at least 51% of the issued and outstanding Voting Stock of the Corporation in accordance with Sections 228 and 242 of the DGCL and as required by the DGCL and the Certificate of Incorporation, such Voting Stockholders approved the amendment.

IN WITNESS WHEREOF, AMERICAN MANAGEMENT GROUP, INC., has caused this Certificate to be signed this 10th day of July, 1998.

AMERICAN MANAGEMENT GROUP, INC.

By: _____

John N. Owens, President

265501