

New Jersey Department of the Treasury  
Division of Revenue  
Restated Certificate of Incorporation

To: The Treasurer, State of New Jersey

Pursuant to the provisions of Section 14A:9-5, Corporations, General, of the New Jersey Statutes, the undersigned corporation hereby executes the following Restated Certificate of Incorporation:

1. Name of Corporation:

2. The purpose of purposes for which the corporation is organized are:

(Use the following if the shares are to consist of one class only.)

3. The aggregate number of shares which the corporation shall have authority to issue is \_\_\_\_\_ of the par value of  
Dollars (\$ \_\_\_\_\_) each (or without par value.)  
(Use the following if the shares are divided into classes, or into classes and series.)

4. The aggregate number of shares which the corporation shall have authority to issue is \_\_\_\_\_ itemized by classes, par value of shares,  
shares without par value, and series, if any, within a class is:

Class	Series (if any)	Number Shares	Par value per share or statement that shares are without par value
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The relative rights, preferences and limitations of the shares of each class and series (if any), are as follows:

(If, the shares are, or are to be divided into classes, or into classes and series, insert a statement of any authority vested in the board of directors to divide the shares into classes or series, or both, and to determine or change for any class or series its designation, number or shares, relative rights, preferences and limitations.)

5. The address of the corporation's current registered office is: (Include zip code)

and the name of its current registered agent at such address is:

6. The number of directors constituting the current board of directors is: The names and addresses of the directors are as follows:

Names	Address (including zip code)
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7. The duration of the corporation, if other than perpetual, is \_\_\_\_\_  
(Use the following only if an effective date, not later than 90 days subsequent to the date of filing is desired.)

8. The effective date of this Certificate shall be \_\_\_\_\_ Dated this \_\_\_\_\_ day of \_\_\_\_\_

(Corporate Name)

By:

(Type or Print Name)

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New Jersey Department of the Treasury  
Division of Revenue  
Certificate required to be filed with the  
Restated Certificate of Incorporation

Pursuant to Section 14A:9-5 (5), Corporations, General, of the New Jersey Statutes, the undersigned corporation hereby executes the following certificate:

1. Name of Corporation:
2. Restated Certificate of Incorporation was adopted on the      day of 19

(Use the following clause if the Restated Certificate was adopted by the shareholders.)

3. At the time of the adoption of the Restated Certificate of Incorporation, the number of shares outstanding was The total of such shares entitled to vote thereon, and the vote of such shares was:

Total Number of Shares <u>Entitled to Vote</u>	Number of Shares Voted <u>For</u> <u>Against</u>
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At the time of adoption of the Restated Certificate of Incorporation, the number of outstanding shares or each class or series entitled to vote thereon as a class and the vote of such shares, was: (if inapplicable, insert "none".)

<u>Class or Series</u>	<u>Total Number of Shares Entitled to Vote</u>	<u>Number of Shares Voted For</u> <u>Against</u>
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(Use the following if the Restated Certificate does not amend the Certificate of Incorporation.)

4. This Restated Certificate of Incorporation only restates and integrates and does not further amend the provisions of the Certificate of Incorporation of this corporation as heretofore amended or supplemented and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.

(Use the following if the Restated Certificate further amends the Certificate of Incorporation.)

5. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this corporation by:

(insert amendment or amendments adopted. If such amendment is intended to provide for an exchange, reclassification or cancellation of issued shares, insert a statement of the manner in which the same shall be affected.)

(Use the following only if an effective date, not later than 90 days subsequent to the date of filing is desired.)

6. The effective date of this amendment shall be                      Dated this                      day of                      19

(Corporate Name)

By:

(Type or Print Name and Title)