

*Certificate of Incorporation*  
*First Morse Realty Corporation*  
 Pursuant To Article Two Of The Stock Corporation Law.

We, the undersigned, all being persons of full age and at least two-thirds being citizens of the United States and at least one of us being a resident of the State of New York, desiring to form a stock corporation pursuant to the provisions of Article Two of the Stock Corporation Law of the State of New York, do hereby make, subscribe, acknowledge and file this certificate for that purpose, as follows, to-wit:

First: The name of the proposed corporation is  
 First Morse Realty Corporation.

Second: The purposes for which it is to be formed are as follows:

(a) To acquire by subscription, purchase or otherwise to hold for investment or resale and to sell or otherwise dispose of, pledge, hypothecate and in all ways deal in and with bonds, notes, debentures, certificates of indebtedness and other obligations, secured by mortgage or deeds of trust or otherwise or unsecured, shares of stocks and other securities of corporations domestic or foreign, and of individuals, firms and associations, and investment securities and choses in action generally, excepting bills of exchange; with power to issue its own obligations, shares or other securities in exchange therefor to the extent permitted by the Stock Corporation Law of the State of New York; to collect the interest and dividends on its holdings and the principal thereof when due in ordinary course or by foreclosure or other legal process; and in general to possess and exercise in respect of any thereof all the rights, powers and privileges of individual owners or holders thereof, including the right to exercise any and all voting power thereon.

(b) To acquire by purchase, lease, exchange or otherwise and to hold, own, use, operate and manage lands and buildings, improvements thereon or any interest or rights in any thereof; to erect, construct, rebuild, enlarge, alter, repair, improve, maintain, demolish and remove houses, buildings and works of every description, on any land of the corporation or in which the corporation has any interest, or upon any other land; to convert, appropriate and dedicate any such land into and for roads, streets, alleys and other conveniences; to sell for cash or on credit, convey, exchange, lease, let, mortgage and otherwise dispose of, deal in or with and trade in the lands, houses, buildings and other property of the corporation, and to undertake or direct the management, operation and disposition of real property, buildings, lands and any interest in any thereof.

(c) To enter into, make and perform contracts of every sort and description with any person, firm, association, corporation, municipality, body politic, county, state or government or colony or dependency thereof.

(d) To borrow or raise moneys for any of the purposes of this Corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage upon, or pledge, conveyance or assignment in trust, of the whole or any part of the property of this Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of this Corporation for its corporate purposes, including the execution and delivery thereof in payment, or part payment for lands or other property.