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L A K E S H O R E C O M P A N Y

(Certificate of Incorporation)

(Book #96, Page 494)

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LAKESHORE COMPANY

(Certificate of Incorporation)
(Book #96, Page 494)

This is to certify, that we, John Dorer, Isaac J. Casey, Jr., Harry J. Stanley, and Henry P. Bedford, do hereby associate ourselves into a corporation, under and by virtue of the provisions of an act of the legislature of the State of New Jersey, entitled "An Act Concerning Corporations (Rev. of 1896)" and the several supplements thereto and acts amendatory thereof, and do severally agree to take the number of shares of capital stock set opposite our respective names.

FIRST: The name of the corporation is LAKESHORE COMPANY.

SECOND: The location of the principal office in this State is at 1180 Springfield Avenue, in the Town of Irvington, County of Essex, and State of New Jersey.

The name of the agent therein and in charge thereof, upon whom process against this corporation may be served is Harry J. Stanley.

THIRD: The objects for which this corporation is formed are to carry on a general real estate business, to buy, sell, exchange, rent, mortgage and otherwise acquire, dispose of and deal in real property, both improved and unimproved, and to build, construct, alter, remove, or tear down houses or other buildings, and to do any and all things looking toward the improvement or enhancing in value the property acquired, and to generally manage, develop and improve real property.

To do a general agency and brokerage business in real estate, and to act as agent, factor or broker for any persons, associations, or corporations in acquiring, disposing of or dealing in real property, and in connection with the acquiring and disposing of real property, whether such property be the property of this company or the property of some other person, association, or corporation, to acquire by purchase or otherwise, to hold, pledge in any manner, or dispose of and generally to deal in any form of personal property which may properly and conveniently be connected with the business of this company.

To acquire the good will, business right, properties and assets of all kinds and descriptions and to assume the whole or any part of the liabilities of

any person, firm, association or corporation, and to pay for the same in cash, stocks, bonds, debentures, or other securities of this corporation or otherwise, as may be determined by the directors.

Generally to do any and everything necessary, convenient or proper for the accomplishment of any of the purposes or objects herein enumerated or the accomplishment of any of the purposes or objects arising incidentally to the purposes herein mentioned, or which may at any time appear desirable or proper for the protection or best interest of the corporation, either as holders of or interested in any property or otherwise; with all the powers now or which may be hereafter conferred by the Laws of the State of New Jersey, upon corporations under the act herein referred to.

The foregoing clauses shall be interpreted and construed both as objects and powers, and it is the intention that the powers specified are not to be limited or restricted by the terms of any clause or paragraph herein contained, unless such restriction or limitation is expressed in terms, and it is hereby provided that the objects and powers herein specified are to be regarded as independent objects and powers, and are not to be held to limit or restrict in any manner the powers of the corporation.

The corporation shall also have power to conduct its business in all its branches, have one or more offices and unlimitedly hold, purchase, mortgage and convey real and personal property in any state, territory or colony of the United States and in any foreign country or place.

FOURTH: The total number of shares of capital stock which may be issued by the corporation is twenty-five hundred, all of which shall have no nominal or par value. The corporation will commence business with One Hundred shares.

FIFTH: The names and place of residence of each of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>RESIDENCE</u>	<u>SHARES</u>
John Dorer	East Orange, New Jersey	25 shares
Isaac J. Casey	Irvington, New Jersey	25 shares
Harry J. Stanley	Irvington, New Jersey	25 shares
Henry P. Bedford	Irvington, New Jersey	25 shares

SIXTH: The period of existence of this corporation is unlimited.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 16th day of May, A. D. Nineteen Hundred and Twenty-Five.

Harry J. Stanley
John Dorer
I. J. Casey, Jr.
Henry P. Bedford

Signed, sealed and delivered
in the presence of:
Henry P. Bedford as to Harry
J. Stanley, John Dorer and I.
J. Casey, Jr.
Helen A. Wykoff as to Henry P. Bedford

State of New Jersey }
County of Essex } SS:

Be It Remembered that on this 16th day of May, A.D. Nineteen Hundred and Twenty-Five, before me, the subscriber, a Master in Chancery of New Jersey, personally appeared, John Dorer, Isaac J. Casey Jr. and Harry J. Stanley, who I am satisfied are the persons named in and who executed the foregoing certificate, and I having first made known to them the contents thereof they did each acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, for the uses and purposes therein expressed.

Henry P. Bedford
Master in Chancery of New Jersey

State of New Jersey }
County of Essex } SS:

Be It Remembered that on this 20th day of May, Nineteen Hundred and Twenty-Five, before me the subscriber, a Master in Chancery of New Jersey, personally appeared Henry P. Bedford, who I am satisfied is one of the persons named in and who executed the foregoing certificate, and I having first made known to him the contents thereof, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, for the uses and purposes therein expressed.

Milton M. Unger
Master in Chancery of New Jersey

Recorded May 20th, 1925,

John H. Scott, Clerk

JAN 16 1992

LAKESHORE COMPANY
CERTIFICATE OF AMENDMENT

JOAN HABERLE
Secretary of State

The undersigned corporation, organized under the laws of the State of New Jersey, to amend its certificate of incorporation in accordance with Chapter 9 of the New Jersey Business Corporation Act, hereby certifies:

FIRST: The name of the corporation is Lakeshore Company.

SECOND: The certificate of incorporation is amended pursuant to Section 14A:2-7(3) of the New Jersey Business Corporation Act by the addition of the following paragraph:

No director or officer shall be personally liable to the corporation or its shareholders for damages for breach of any duty owed to the corporation or its shareholders, except in the case of any breach of duty based upon an act or omission (1) in breach of such person's duty of loyalty to the corporation or its shareholders, (2) not in good faith or involving a knowing violation of law, or (3) resulting in receipt by such person of an improper personal benefit.

THIRD: The shareholders of the corporation adopted the amendment on January 20, 1990.

FOURTH: The number of shares entitled to vote on the amendment was 63, and the number of shares voted for the amendment was 63 and no shares were voted against the amendment.

IN WITNESS WHEREOF, LAKESHORE COMPANY has caused its duly authorized officer to execute this certificate this 20th day of January, 1990.

LAKESHORE COMPANY

By [Signature]
Title PRESIDENT

By [Signature]
Title Secretary

91 MAR -7 PM 2:12
DEPARTMENT OF STATE
RECORDS SECTION
CHIEF CLERK