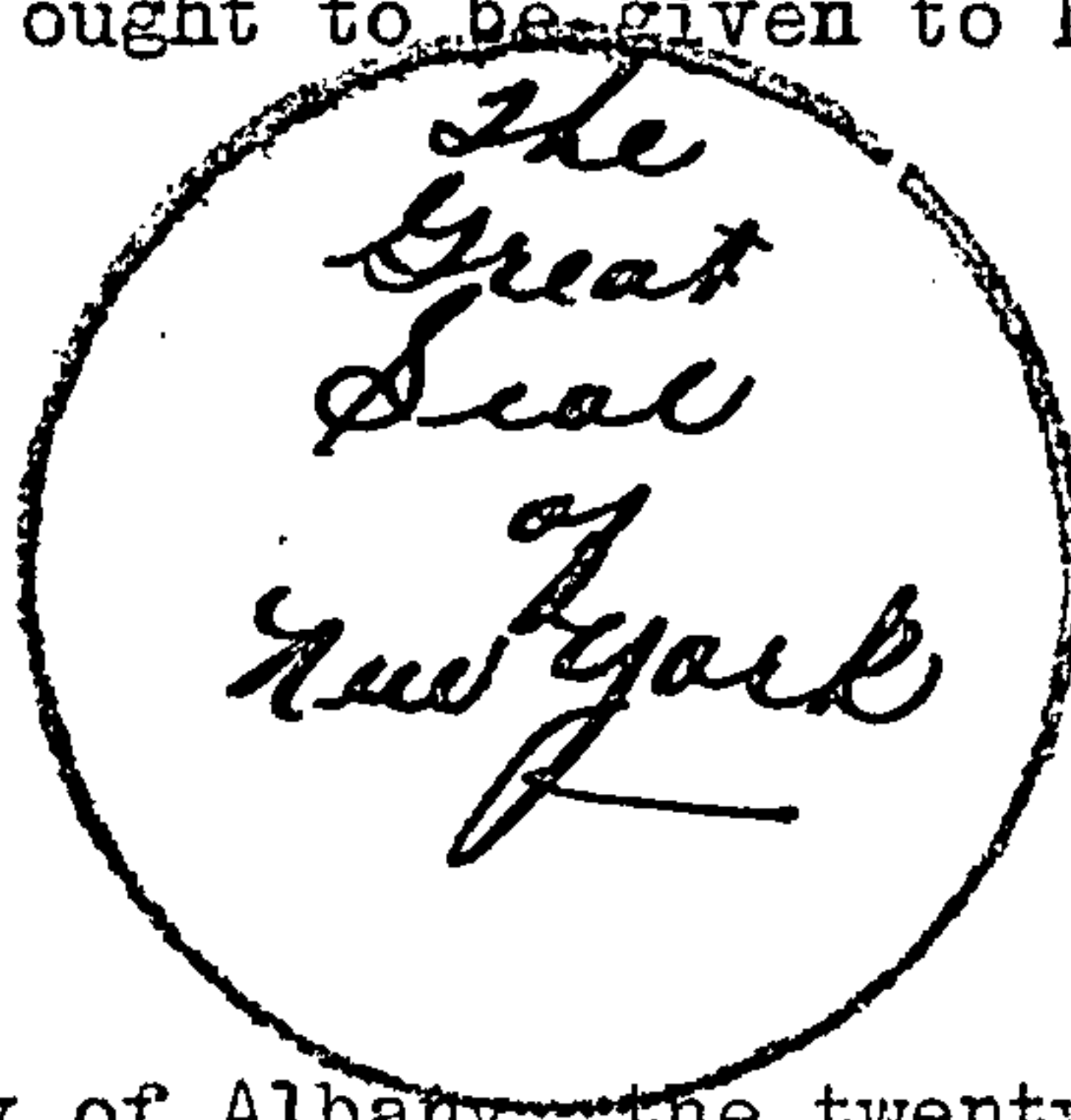


Certificate

UNITED STATES OF AMERICA
STATE OF NEW YORK

BY MICHAEL F. WALSH, Secretary of State and Custodian of the Great
Seal Thereof.

It is hereby certified, that Gerald R. Dorman, was, on the day of the date of the annexed certificate, Deputy Superintendent of Banks of the State of New York, and duly authorized to grant the same; that the same is in due form and executed by the proper officer; that the seal affixed to said certificate is the seal of the Banking Department of the State of New York; that the signature thereto of the said Deputy Superintendent of Banks is in his proper handwriting and is genuine; and that full faith and credit may and ought to be given to his official acts.



In testimony whereof, the Great Seal

of the State is hereunto affixed.

Witness my hand at the City of Albany, the twenty-fifty day of June in the year of our Lord one thousand nine hundred and forty.

(AFFIDAVIT)

James M. Kelly, Deputy Secretary of State

STATE OF NEW YORK,
BANKING DEPARTMENT

I, Gerald R. Dorman, Deputy Superintendent of Banks of the State of New York, do hereby certify:

That Central Hanover Bank and Trust Company, a corporation organized under the laws of the State of New York, and having its place of business in the City of New York, possesses by operation of law all the rights, obligations, relations and trusts and all right, title and interest in and to all property of whatsoever kind, real personal or mixed, of Central Union Trust Company of New York, a corporation organized under the laws of the State of New York, which had its place of business in said City of New York, and of The Hanover Bank of the City of New York, a corporation organized under the laws of the State of New York, which had its place of business in said City of New York, and also of the Hanover National Bank of the City of New York, a corporation organized under the laws of the United States, which had its place of business in said City of New York; all of which has been effected as follows:

The Hanover National Bank of the City of New York became an incorporated bank of the State of New York, under the name The Hanover Bank of the City of New York, pursuant to the provisions of Section 104 of the Banking Law of the State of New York, on April 23, 1929, the Superintendent of Banks of the State of New York duly issued to the said state bank a certificate authorizing said bank to begin business pursuant to Section 24 of the Banking Law of New York State and also on said date said Superintendent of Banks issued and delivered to said bank a special authorization certificate pursuant to the provisions of Section 24-a of the said Banking Law authorizing said Bank to act as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver, committee of estates of lunatics, or in any other fiduciary capacity in which trust companies are permitted to act; the corporate existence of said state bank began at the close of business on April 23, 1929.

An original merger agreement bearing date of the 24th day of April 1929, made and entered into between said Central Union Trust Company of New York and said The Hanover Bank of the City of New York pursuant to due authorization by the respective boards of directors of said institutions, bearing thereon original copy of the written approval of such agreement by the Superintendent of Banks of the State of New York dated the 25th day of April, 1929, and sworn copies of the proceedings of special meetings of the stockholders of said Central Union Trust Company of New York and The Hanover Bank of the City of New York, respectively, held on the 14th day of May, 1929, at which meetings the merger agreement was finally duly approved by the stockholders of each of said institutions, were filed in the office of the Superintendent of Banks of the State of New York on the 15th day of May, 1929.

A certificate made and executed by the clerk of the County of New York and filed in the office of the Superintendent of Banks of the State of New York shows that there was filed in the office of the said clerk of the County of New York at 3.35 P.M. on May 15th, 1929, a duplicate original of said merger agreement bearing thereon duplicate written approval of the Superintendent of Banks of the State of New York and duplicate sworn copies of the proceedings of said stockholders' meetings.

Said merger agreement provides, pursuant to the provisions of the Banking Law of the State of New York, for the merger of the said The Hanover Bank of the City of New York, for the merger of the said The Hanover Bank of the City of New York into the said Central Union Trust Company of New York, and further provides that the name of the continuing corporation shall be "Central Hanover Bank and Trust Company."

Such merger has been recognized by this Department as valid and effective as of May 15, 1929, the date of such filing.

I further certify that Central Hanover Bank and Trust Company is a continuation of the corporate entity and of the identity of Central Union Trust Company of New York, the name of the said trust company having been changed as aforesaid upon the said merger.

Witness my hand and official seal of the City of Albany, this twenty fifty day of June, in the Year of our Lord one thousand nine hundred and forty.

Gerald R. Dorman, Deputy Secretary of State

Filed in this office July 2, 1940 at 8 am and recorded in Deed Record 108 at page 542 and examined.

L. C. Walker, Judge of Probate