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FILED

CERTIFICATE OF INCORPORATION

MAY 11 1989

OF

HOROWITZ & POLLACK, P.C.

JANE BURGIO
Secretary of State

(New Jersey Professional Service Corporation)

0546412

To: The Secretary of State
State of New Jersey

THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of N.J.S.A. 14A:17-1 et seq., The Professional Service Corporation Act, does hereby certify as follows:

FIRST: The name of the corporation (the "corporation") is HOROWITZ & POLLACK, P.C.

SECOND: The address of the initial registered office of the corporation is 76 South Orange Avenue, South Orange, New Jersey 07079, and the name of its initial registered agent at such address is Steven B. Horowitz.

THIRD: The purposes for which the corporation is organized are as follows:

To practice, through individuals authorized by law, the profession of Law.

To own real or personal property necessary for the rendering of the professional services which the corporation is authorized to perform and to invest its funds in real estate, mortgages, stocks, bonds, or other types of investment.

In furtherance of its corporate business, the corporation shall have authority to pay pensions, establish and carry out pension, profit sharing, share bonus, share purchase, share option, savings, thrift, and other retirement, incentive, and benefit plans, trusts and provisions for any or all of its directors, officers, and employees, and to exercise all of the powers conferred by The Professional Service Corporation Act upon corporations formed thereunder.

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FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 2,500 without par value.

FIFTH: The number of directors constituting the first Board of the corporation shall be two and the names and addresses of the initial directors are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Burton Horowitz	76 South Orange Avenue, South Orange, New Jersey 07079
Sanford Pollack	76 South Orange Avenue, South Orange, New Jersey 07079

The directors are duly licensed and practicing Lawyers of the State of New Jersey.

SIXTH: The name and the address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Steven B. Horowitz	76 South Orange Avenue, South Orange, New Jersey 07079

SEVENTH: The corporation shall have and possess generally all of the rights, priveleges, benefits, and powers permitted to corporations organized under The Professional Service Corporation Act for the practice of the profession of Law as shall be appropriate and lawful under said statute.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4 day of May, 1989.

Steven B. Horowitz
Steven B. Horowitz, Incorporator