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TELECOPIER TRANSMITTAL COVER SHEET

April 16, 2002

TO: WEBB W. WYMAN

COMPANY/FIRM: Corinna Kincaid & Mark Lowe

TELECOPY NUMBER: 902 429-5215

PHONE NUMBER:

FROM: Ross D. Gertner

INSTRUCTIONS: **IN ANSWER TO YOUR QUESTION IN YOUR E-MAIL THIS DATE CONCERNING BILCON, ATTACHED PLEASE FIND A COPY OF THE CERTIFICATE OF INCORPORATION FOR BILCON OF DELAWARE, INC.**

We are transmitting ³ pages, including this cover page. If the transmission is not complete, please call (732) 363-0666 extension 212 and ask for CLAIRE.

CLIENT/MATTER REFERENCE: 8207.0037

HARD COPY TO FOLLOW: No

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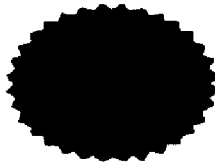
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BILCON OF DELAWARE, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF APRIL, A.D. 2002, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3513913 \$100
020238148

Harriet Smith Windsor
Harriet Evelyn Windsor, Secretary of State

AUTHENTICATION: 1723501

DATE: 04-16-02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/15/2002
020238148 - 3513913

CERTIFICATE OF INCORPORATION

FIRST: The name of this corporation shall be **BILCON OF DELAWARE, INC.**

SECOND: Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle and its registered name of such

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SECOND: Its registered office in the State of Delaware is to be located at 2711 Comersville Road, Suite 400, in the City of Wilmington, County of New Castle and its registered agent at such address is CORPORATION SERVICE COMPANY.

THIRD: The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which this corporation is authorized to issue is One Thousand (1,000) shares of Common Stock, no par value per share.

FIFTH: The name and address of the incorporator is as follows:

M. A. Brzoska
Corporation Service Company
2711 Comersville Road
Suite 400
Wilmington, Delaware 19808

SIXTH: The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

SEVENTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed signed and acknowledged this certificate of incorporation this 15th day of April, A. D. 2002.


M. A. Brzoska
Incorporator

DE BC D-CERTIFICATE OF INCORPORATION - SHORT SPECIMEN 09/09-1 (DESHORT)

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