

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09:00 AM 03/31/1994
74054161 - 2390848

CERTIFICATE OF INCORPORATION

OF

MINORITY ENTERPRISE FINANCIAL ACQUISITION COMPANY

FIRST. The name of this corporation is **MINORITY ENTERPRISE FINANCIAL ACQUISITION COMPANY.**

SECOND. Its registered office and place of business in the State of Delaware is to be located at 15 East North Street in the City of Dover, County of Kent. The Registered Agent in charge there of is Incorporating Services, Ltd.

THIRD. The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The corporation shall be authorized to issue 1,000 Shares at .01 Par Value.

FIFTH. The name and address of the incorporator is as follows:
Incorporating Services, Ltd. - 15 East North Street, Dover, DE 19901

SIXTH. The Directors shall have power to make and to alter or amend the By-laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of this Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have authority to dispose, in any manner, of the whole property of this corporation.

The By-laws shall determine whether and to what extent the accounts and books of this corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholders shall have any right of inspecting any account, or book, or document of this Corporation, except as conferred by the law or the By-laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside of the State of Delaware, at such places as may be from time to time designated by the By-laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Delaware.


It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

SEVENTH. No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any 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) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of March, A.D. 1994.

Incorporating Services, Ltd.

By:



Susan J. Wainwright
Asst. Secretary

STATEMENT BY INCORPORATORS(S) OF
ACTION TAKEN IN LIEU OF ORGANIZATION MEETING

MINORITY ENTERPRISE FINANCIAL ACQUISITION COMPANY

The undersigned being the incorporator(s) of the corporation make the following statement of action taken to organize the corporation in lieu of an organization meeting.

By-laws regulating the conduct of the business and affairs of the corporation as prepared by counsel for the corporation were adopted and appended to this statement.

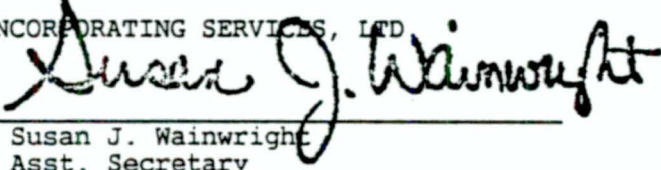
The following person(s) were appointed director(s) of the corporation until the first annual meeting of the stockholders or until their successors shall be elected or appointed and shall qualify:

Garret Barry
Hyman Jarret

The director(s) were authorized and directed to issue from time to time the shares of capital stock of the corporation, now or hereafter authorized, wholly or partly for cash, or labor done, or services performed, or for personal property, or real property or leases thereof, received for the use and lawful purposes of the corporation, or for any consideration permitted by law, as in the discretion of the director(s) may seem for the best interest of the corporation.

INCORPORATING SERVICES, LTD

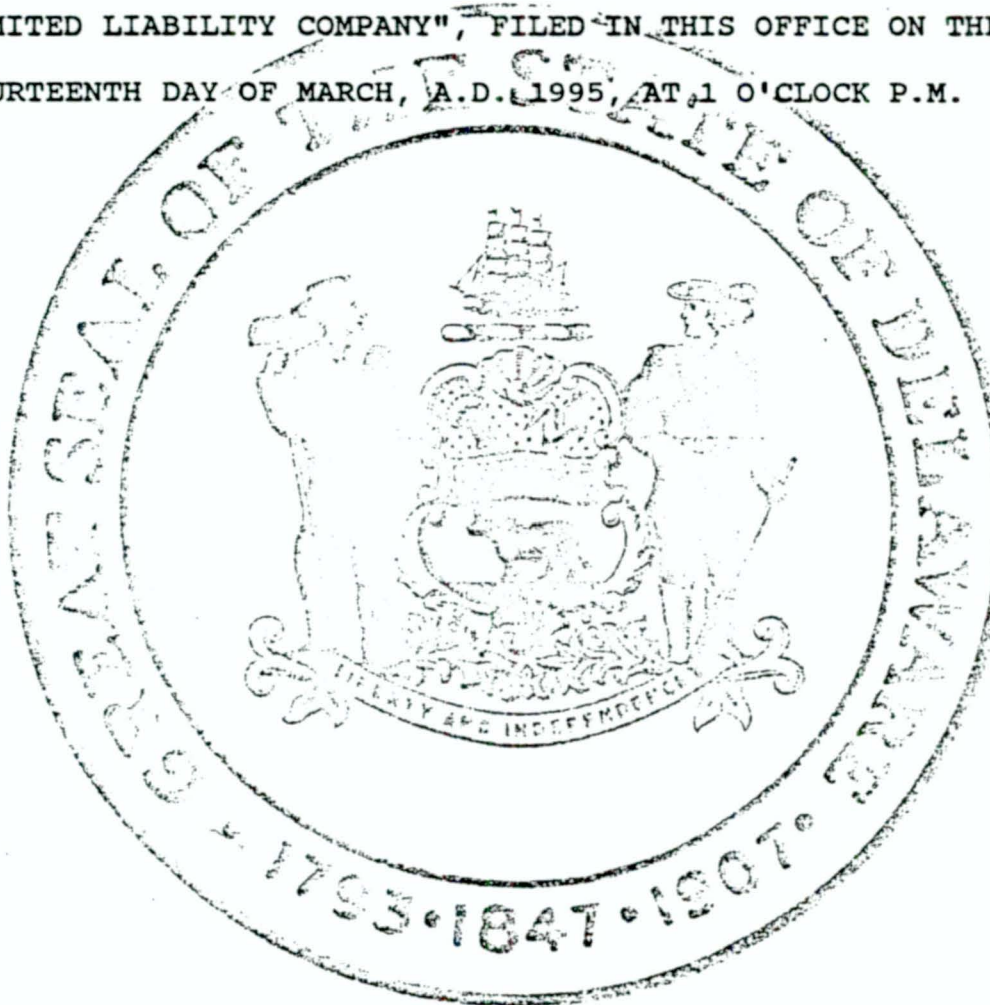
By:


Susan J. Wainwright
Asst. Secretary

State of Delaware
Office of the Secretary of State

Copy

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED LIABILITY COMPANY OF "MEFAC LIMITED LIABILITY COMPANY", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF MARCH, A.D. 1995, AT 1 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2489075 8100

950055994

AUTHENTICATION:

7437591

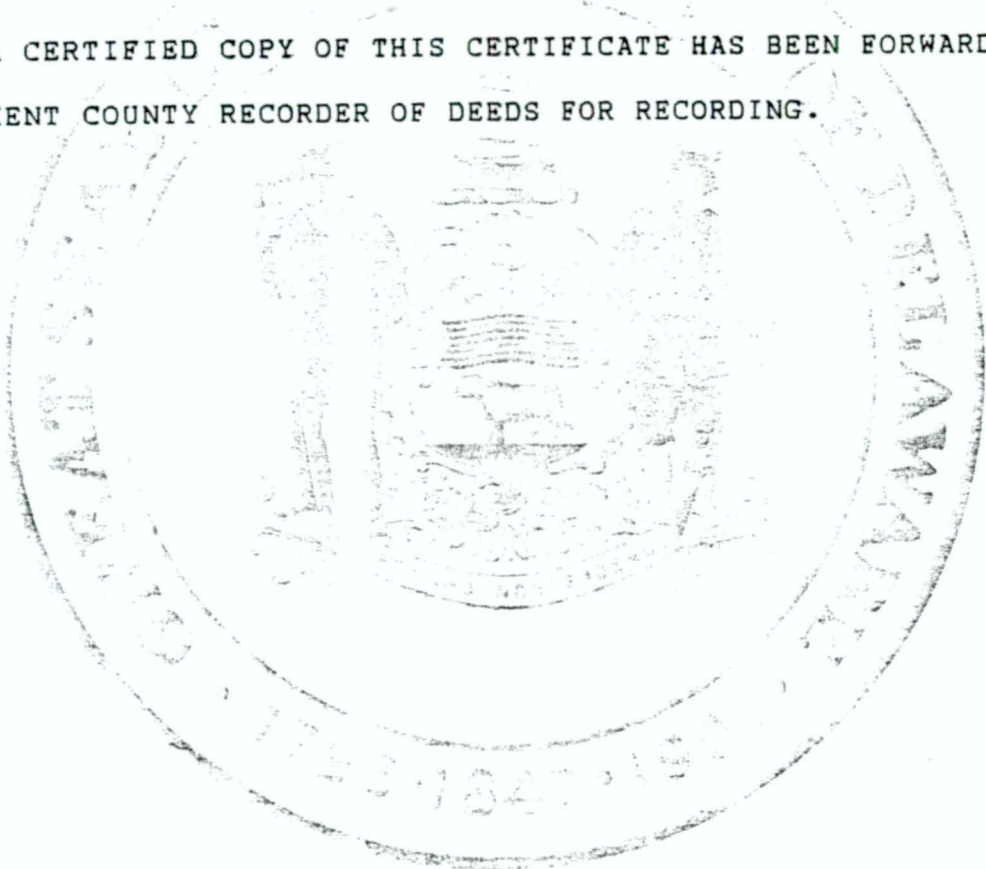
DATE:

03-14-95

Office of the Secretary of State

I, WILLIAM T. QUILLEN, 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 "MINORITY ENTERPRISE FINANCIAL ACQUISITION COMPANY", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 1994, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



William T. Quillen

William T. Quillen, Secretary of State

2390848 8100

944054161

AUTHENTICATION:

7077439

DATE:

04-04-94