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CERTIFICATE OF INCORPORATION
OF
IFIA Americas Committee Inc.

(Under Section 402 of the Not-for-Profit Corporation Law)

The undersigned, being a natural person of at least eighteen years of age and acting as the incorporator of the corporation hereby being formed under the Not-for-Profit Corporation Law, certifies that:

FIRST: The name of the corporation is IFIA Americas Committee Inc. (the "Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: The type of Corporation which the Corporation shall be under Section 201 of the Not-for-Profit Corporation Law is Type A.

FOURTH: The Corporation is formed for the following purposes, in accordance with Section 501(c)(6) of the Internal Revenue Code:

- (a) to promote common business interests between inspection agencies, cargo controllers, laboratories and allied businesses throughout the world (hereinafter referred to as the "Profession") in order to enhance the status of the Profession and to maintain and wherever possible to improve the quality and scope of services provided by the Profession;
- (b) to develop technical and professional standards and to promote the efficiency and the advancement of the Profession;
- (c) to keep in touch with the progress made in technical and scientific knowledge and practice relevant to the Profession;

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– (d) to improve the methods of training and technical education in the Profession;

(e) to found, manage, control or support publications for the purpose of making known and advancing the objects of the Corporation;

(f) to supervise and finance research undertaken in the interest of the Profession and to raise special funds for this and other corporate purposes;

(g) to found scholarships or lectureships and to give prizes or in other ways to subsidize or support by subscriptions, donations or otherwise, universities, colleges, schools and institutions for the promotion of objects similar to those of the Corporation in any part of the world;

(h) to exercise any authority enabling the Corporation to carry any of its objects into effect and to institute, promote, support, or oppose legislative or other measures or proceedings affecting the interests of the Profession and generally to consider questions concerning it;

(i) to act as arbitrator or to appoint arbitrators to act in the settlement of disputes arising out of transactions in or relating to or associated with the Profession;

(j) to affiliate with any other organized body or bodies having objects similar to those of the Corporation;

(k) to further the objects herein contained or any of them by acting directly or indirectly through (or by promoting cooperation between or

cooperating with) any other organized body or bodies whatsoever in any part of the world, and by appointing members of the Corporation and others to represent the Corporation on any such body or bodies;

(l) to purchase, take on lease, hire or otherwise acquire, for the purposes of the Corporation or as an investment of its funds any real or personal property and to maintain, improve and develop and dispose of the same;

(m) to borrow money for the purposes of the Corporation;

(n) to remunerate any person, firm or company rendering services to the Corporation;

(o) to procure that the Corporation be registered or recognized in any part of the world;

(p) to do all other lawful things incidental or conducive to the attainment of the above objects of the Corporation;

(q) to have in furtherance of its not-for-profit corporate purposes, all of the powers conferred upon corporations organized under the Not-for-Profit Corporation Law subject to any limitations thereof contained in this Certificate of Incorporation or in the laws of the State of New York. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) as it may be amended from time to time.

FIFTH: The office of the Corporation is to be located in the County of New York, State of New York.

SIXTH: The office at which, pursuant to Section 621 of the Not-for-Profit Corporation Law, the books and records of the Corporation shall be kept shall be located at: Schoeman, Marsh & Updike, LLP, 60 East 42nd Street, New York, New York 10165.

SEVENTH: The activities of the Corporation are principally to be conducted within the State of New York, but its activities shall not be limited to such territory and may be conducted throughout the United States, its territories and possessions, and the rest of the world.

EIGHTH: The name and address of each of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Mr. Neil Hopkins	c/o Inspectorate America Corp. P.O. Box 87689 Houston, Texas 77287-7689
Mr. Graham Lees	c/o Caleb Brett Inchcape Testing Services P.O. Box 12973 Houston, Texas 77217
Mr. Arthur Kay	c/o SGS Control Services Inc. P.O. Box 550 Deer Park, Texas 77536
Mr. Monty L. Davis	c/o Core Laboratories/Saybolt, Inc. 5295 Hollister Road Houston, Texas 77040

NINTH: On termination and liquidation of the Corporation, any surplus assets of the Corporation may be distributed to the members of the Corporation; provided however, that no part of the net earnings of this Corporation



STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ELIOT SPITZER
Attorney General

DIETRICH L. SNELL
Deputy Attorney General
Division of Public Advocacy

STEPHEN D. HOUCK
Assistant Attorney General in Charge
Antitrust Bureau

Pursuant to Section 404(a) of the Not-for-Profit Corporation Law consent is hereby given to the filing of this Certificate of Incorporation. This consent, however, shall not be construed as approval by the Attorney General of the purposes or objects of such corporation.

John A. Doanau
Assistant Attorney General

4/29/99
Date

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CERTIFICATE OF INCORPORATION

OF

IFIA AMERICAS COMMITTEE INC.

UNDER SECTION 402 OF THE NOT FOR PROFIT CORPORATION LAW

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE
JUN 10 1999
FILED
TAX \$ _____
BY: MMR
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FILED BY: SCHOEMAN MARSH & UPDIKE, LLP
ATTN: DAVID BLACK
60 EAST 42ND STREET
NEW YORK, NY 10165-0006

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