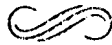


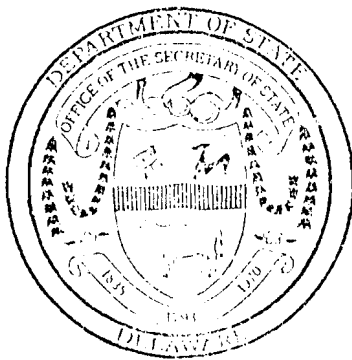


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation
filed in this office on _____ November 19, 1981 _____.



RECEIVED FOR RECORD

Nov. 24 A.D. 1981

Glenn C. Kenton
SECRETARY

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: _____

E. Curran

DATE: _____

November 19, 1981

CERTIFICATE OF INCORPORATION

of

THE STATUE OF LIBERTY FOUNDATION, INC.

FIRST: The name of the corporation is THE STATUE of LIBERTY FOUNDATION, INC. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 410 South State Street, Kent County, Dover Delaware 19901. The name of its registered agent at such address is XL Corporate Services.

THIRD: The nature of the business to be conducted and the purposes to be promoted by the Corporation are exclusively charitable, scientific, educational, literary and non-profit.

In furtherance of and not in limitation of the general powers conferred by the laws of the State of Delaware and the activities and purposes herein set forth, it is expressly provided that the Corporation shall also have the following purposes:

a) to insure the permanence of the Statue of Liberty so that it may continue to serve as the symbol of freedom and hope for future generations of Americans;

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(b) to restore, preserve and protect the Statue of Liberty National Monument, which includes, in addition to the Statue itself, the American Museum of Immigration and Ellis Island;

(c) to acquire, by purchase, gift, devise, or otherwise, the title to, or the custody and control of, records, relics and other things of historic interest related to the Statue of Liberty and the millions of immigrants who entered the United States via Ellis Island;

(d) to foster, promote and stimulate public knowledge of and interest in the history of the Statue of Liberty and Ellis Island;

(e) to accept, hold, invest, reinvest, and administer any gifts, contributions, bequests, donations, devises, benefits of trust (but not act as trustee of any trust), without limitation as to amount or value, and to use, disburse, or donate the income or principal thereof exclusively for the charitable purposes set forth herein;

(f) to purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to invest, reinvest, deal with and expend any principal or the income thereof as may be

necessary for the purposes of the Corporation, without and free from restrictions applicable to trustees or trust funds; to borrow and loan money and to make, accept, endorse, execute and issue promissory notes, or other obligations of the Corporation, and to secure the payment of any such obligations by mortgage or other lien upon, assignment of, or agreement in regard to, all or any part of the property of the Corporation whether now owned or hereafter acquired; to enter into, make, perform or carry out contracts with any person, firm or association; and to do any acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in this certificate of the incorporation and not forbidden by the laws of the State of Delaware.

(g) to have offices and promote and carry on its activities and purposes, both within and without the State of Delaware;

(h) in general, to have all powers conferred upon a corporation by the laws of the State of Delaware, except as herein prohibited, or forbidden by the by-laws of the Corporation.

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FOURTH: The corporation shall not have the authority to issue capital stock.

FIFTH: The members of the Corporation shall be selected and the conditions of membership shall be as provided in the by-laws.

SIXTH: The name and mailing address of the incorporator of the Corporation is as follows:

Alvin Leonard
Torres & Leonard, P.C.
250 West 57th Street
New York, New York 10107

SEVENTH: No officer, director, member or employee of the Corporation may receive any pecuniary profit from the operations of the Corporation or upon the dissolution of the Corporation, except reasonable compensation for services rendered to the Corporation in effecting one or more of its purposes.

EIGHTH: Notwithstanding any other provisions of these articles, the Corporation shall not have power to carry on any activities not permitted to be carried on

(a) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent law);

(b) by a corporation to which contributions are deductible under Section 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent law).

NINTH: No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation or the participation or intervention in (including the publishing or distributing of statement) in any political campaign on behalf of any candidate for public office.

TENTH: In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent law) the Corporation, so long as it shall be such a private foundation, shall distribute such income as may be necessary in each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of said Code, and shall be absolutely prohibited from and shall refrain from engaging in the following acts:

(a) any act of self-dealing as defined in Section 4941(d) of said Code;

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(b) retaining any excess business holdings as defined in Section 4943(c) of said Code;

(c) making any investment in such manner as to subject the Corporation to tax under Section 4944 of said Code; and

(d) making any taxable expenditures as defined in Section 4945(d) of said Code.

ELEVENTH: In the event of voluntary dissolution of the Corporation, or in the event of dissolution due to such other circumstances as are permitted or required by laws, the funds and assets of the Corporation then belonging to it shall, after proper payment of liabilities, be distributed in accordance with the law exclusively to the free and voluntary aid and assistance of activities, agencies and institutions which are organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which is carrying on propaganda or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf on any candidate for public office.

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TWELFTH: The business, property and affairs of the Corporation shall be managed by a Board of Directors. The number of directors, which in no case shall be less than three, their qualifications, the manner of their election, their terms of office and removal therefrom, the number of directors necessary to constitute a quorum at meetings of the directors, the place and manner of conduct of their meetings, and the duties and powers of the directors shall, except as otherwise provided in this certificate of incorporation and subject to the applicable provisions of the laws of the State of Delaware, be as from time to time fixed by the by-laws of the Corporation. If the by-laws so provide, the directors may be classified as to term of office into two or more classes, each class to consist of one or more of the directors of the Corporation. Directors need not be members unless so required by the by-laws. Elections of directors need not be written ballot unless the by-laws so provide.

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered:

(a) to make, alter, amend and repeal the by-laws of the Corporation in any manner not inconsistent with the laws of the State of Delaware.

and this certificate of incorporation, subject to the power of the members to alter, amend or repeal the by-laws made by the Board of Directors or to limit or restrict the power of the Board of Directors so to make, alter, amend or repeal the by-laws of the Corporation.

(b) to borrow money in the name of the Corporation and to authorize and cause to be executed mortgages and liens without limit as to amount upon real and personal property of the Corporation.

(c) to designate one or more committees, each committee to consist of two or more of the directors of the Corporation which, to the extent provided in the by-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business, property and affairs of the Corporation.

(d) in addition to the powers and authority hereinbefore or by the laws of the State of Delaware expressly conferred upon it, to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject to the provisions of the laws of the State of Delaware and this certificate of incorporation.

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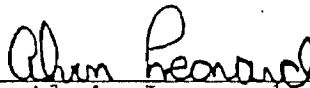
THIRTEENTH: Meetings of the members of directors may be held either within or without the State of Delaware and at such place or places, at such times and on such notice as shall be prescribed by the by-laws. Except as otherwise provided by the laws of the State of Delaware, the books and records of the Corporation may be kept either within or without the State of Delaware and at such place or places as may be from time to time designated by the Board of Directors.

FOURTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute; provided, however, that any such action shall be calculated exclusively to carry out the purposes for which the Corporation is formed and all rights herein granted to members are granted subject to this reservation.

IN WITNESS WHEREOF, I the undersigned, being the sole incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby

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declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hands and seal this 18th day of November, 1981.



[L.S.]

Alvin Leonard
Sole Incorporator

*Filed
June 21, 1982*

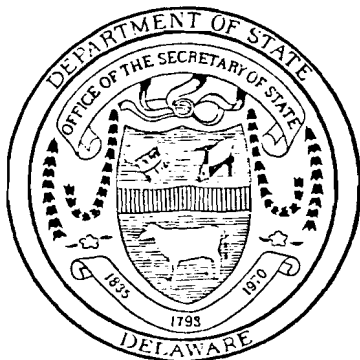


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Amendment _____
filed in this office on June 17, 1982



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *B. Knowlton*

DATE: June 17, 1982

RECEIVED FOR RECORD

June 21 A.D. 1982

Robert J. Conaway
RECORDER

gsm
FILED

JUN 17 1982

CERTIFICATE OF AMENDMENT OF
THE CERTIFICATE OF INCORPORATION OF
THE STATUE OF LIBERTY FOUNDATION, INC.

William C. Keaton
SECRETARY OF STATE

(Pursuant to Section 242 of General
Corporation Law of the State of Delaware -
Non-stock corporation)

We, the undersigned, being the Chairman of the Board of Directors and Secretary of THE STATUE OF LIBERTY FOUNDATION, INC., a non-stock corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, do hereby certify:

FIRST: That at a meeting of the Board of Directors and Members of THE STATUE OF LIBERTY FOUNDATION, INC., duly held on May 18, 1982, resolutions were adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation and declaring the advisability of changing the corporation's name from THE STATUE OF LIBERTY FOUNDATION, INC. to THE STATUE OF LIBERTY - ELLIS ISLAND FOUNDATION, INC.

SECOND: This being a non-stock corporation, on June 3, 1982, 16 days after the board of directors of the corporation advised the proposed change, all of the members of the governing body of the Corporation signed a written consent adopting the proposed change. The resolution setting forth the proposed amendment is as follows:

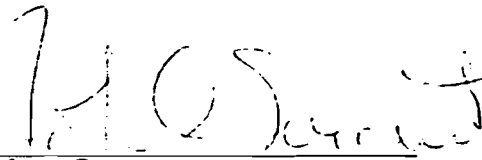
"RESOLVED, that the Certificate of Incorporation of this Corporation be, and it hereby is, amended by changing the article thereof numbered first

to read as follows:

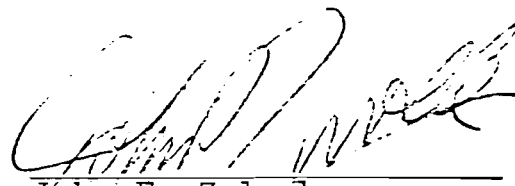
FIRTS: The name of the corporation is
THE STATUE OF LIBERTY - ELLIS ISLAND FOUNDATION, INC.
(the "Corporation")."

THIRD: This certificate is filed pursuant
to Section 241 of Title 8 of the Delaware Code, as amended.

IN WITNESS WHEREOF, we have set our hands and
seals this 15th day of June, 1982.



John Sargent,
Chairman



John F. Zulack,
Secretary

12.3

STATE OF DELAWARE }
KENT COUNTY }

INDEXED

RECORDED In the Office for the Recording of Deeds, Etc.
at Dover, In and for the said County of Kent, In Corp.
Record X Vol. 76 Page 141 Etc.
the 21st day of June A. D. 1982

WITNESS my Hand and the Seal of said office.

Robert J. Donaway Recorder

State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF THE STATUE OF LIBERTY - ELLIS ISLAND FOUNDATION, INC. FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MARCH, A.D. 1987, AT 9 O'CLOCK A.M.

|||||



Michael Harkins
Michael Harkins, Secretary of State

RECEIVED FOR RECORD

Mar. 16 A.D. 19 *87*

AUTHENTICATION:

11163903

DATE:

03/11/1987

877070034

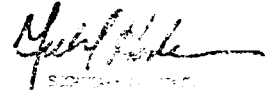
Michael T. Sencer
RECORDER

\$3.00 STATE DOCUMENT FEE PAID

FILED 9 AM

MAR 11 1987

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF



THE STATUE OF LIBERTY-ELLIS ISLAND FOUNDATION, INC.

Pursuant to Section 242 of the
General Corporation Law of the
State of Delaware

The Statue of Liberty-Ellis Island Foundation, Inc., a non-stock corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. That the Certificate of Incorporation of the Corporation is hereby amended by renumbering Article FOURTEENTH as Article FIFTEENTH and inserting a new Article FOURTEENTH, which reads in its entirety as follows:

"FOURTEENTH: No Director shall have any personal liability to the Corporation or its members for monetary damages for breach of fiduciary duty as a Director, provided that nothing contained in this Article shall eliminate or limit the liability of a Director (a) for any breach of the Director's duty of loyalty to the Corporation or its members, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of Title 8 of the Delaware Code, as amended, or (d) for any transaction from which the Director derived an improper personal benefit."

2. That such amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, the Board

of Directors of the Corporation having adopted resolutions setting forth such amendment and declaring its advisability by all of the Directors of the Corporation signing a written consent to such effect, the last of which having been signed on December 3, 1986, and not less than fifteen days nor more than 60 days after the date the last of such consents were signed, a majority of the Members and Directors of the Corporation signed a written consent adopting such amendment.

IN WITNESS WHEREOF, The Statue of Liberty-Ellis Island Foundation, Inc., has caused its corporate seal to be affixed hereto and this Certificate to be signed by William F. May, its Chairman, and attested to by Bernice Yu, its Secretary, on this 6th day of March, 1987.

The Statue of Liberty-Ellis
Island Foundation, Inc.

By *William F. May*
William F. May, Chairman

[Seal]

ATTEST:

Bernice Yu
Bernice Yu, Secretary