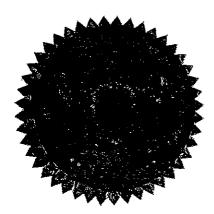


STATE OF NEW YORK )

: ss.:

COUNTY OF ALBANY )

I. Kathy A. Ahearn, Counsel and Deputy Commissioner for Legal Affairs for the New York State Education Department, hereby certify that the Albert Ellis Institute, located in the city, county, and state of New York, was incorporated by the Board of Regents by the issuance of a provisional charter under the corporate name "Center for Emotional Education" on December 15, 1967; that such provisional charter was amended by Regents action on June 21, 1968 to change the corporate name to "Institute for Advanced Study in Rational Psychotherapy"; extended by Regents action on March 21, 1975 and amended on March 31, 1978 to change the corporate name to "Institute for Rational Emotive Therapy"; that such provisional charter was made absolute by Regents action on April 27, 1979; that such corporation was consolidated by Regents action on July 30, 1982 with the Institute for Rational Living, Inc., a domestic not-for-profit corporation, with the surviving corporation being the Institute for Rational-Emotive Therapy; that the absolute charter of such consolidated corporation was amended by Regents action on June 14, 1996 to change the corporate name to "Albert Ellis Institute"; that the period for which such corporation was created is perpetual; that no certificate or order of dissolution of such corporation has been filed or issued; and that such corporation is currently authorized to do business in the State of New York.



IN WITNESS WHEREOF, I hereunto set my hand and affix the seal of the University of the State of New York and of the State Education Department at the City of Albany, New York on this 26th day of February, 2002.

Counsel and Deputy Commissioner

For Legal Affairs