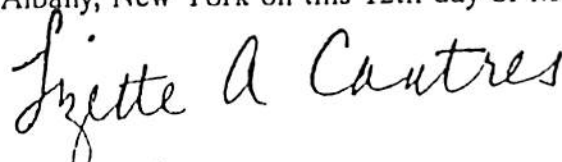


The University of the State of New York  
Education  Department

STATE OF NEW YORK )  
  : ss.:  
COUNTY OF ALBANY )

I, Lizette A. Cantres, Counsel and Deputy Commissioner for Legal Affairs for the New York State Education Department, hereby certify that Manhattanville College, located in the town of Harrison (post office, Purchase), county of Westchester, State of New York, was incorporated by the Board of Regents by the issuance of a provisional charter on March 1, 1917, under the corporate name "College of the Sacred Heart"; that such provisional charter was made absolute by action of the Board of Regents on May 29, 1919; that such absolute charter was amended by Regents action on February 19, 1937 to change the corporate name to "Manhattanville College of the Sacred Heart," May 22, 1953, March 26, 1954, April 22, 1955, June 26, 1964, December 7, 1966 with respect to its statement of purposes and to change the corporate name to "Manhattanville College," and September 26, 1969; 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 12th day of May, 1993.



Lizette A. Cantres  
Counsel and Deputy Commissioner  
For Legal Affairs

