

CERTIFICATE OF INCORPORATION

OF

MANSOL CERAMICS COMPANY

This is to certify that we, the undersigned, do hereby associate ourselves in a corporation under and by virtue of the provisions of an Act of the Legislature of the State of New Jersey, entitled, "An Act Concerning Corporations," (Title 14 of the Revised Statutes of 1937) and do severally agree to take the number of shares of capital stock set opposite our respective names.

FIRST: The name of the corporation is

MANSOL CERAMICS COMPANY

SECOND: The location of the principal office in this State is:

748 Broad Street  
City of Newark  
County of Essex

The name of the agent therein in charge thereof upon whom process against this corporation may be served is:

NATHAN RAYIN

THIRD: The objects for which the corporation is formed are:

(a) To engage in the business of compacting, pressing and sintering powdered material, and to develop, manufacture, produce, sell, buy and exchange same. develop, manufacture, produce, sell, buy, purchase. Arrange all types of electronic components, devices, mechanism of every nature and description, or any product, device, component or element used in connection therewith, including, but not by way of limitation, any and all types of ceramic devices, components or elements, and for any other purpose that the Board of Directors may deem advisable for the corporation to engage in.

(k) To purchase, hold, reissue and sell the shares of its own capital stock, provided that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(1) To conduct business in any of the States, territories, possessions or dependencies of the United States, in the District of Columbia, and in any and all foreign countries, and to have one or more offices therein and to hold, purchase, mortgage and convey real and personal property therein without limit as to amount, but always subject to the laws of such state, territory, possession, dependency or country.

(m) In general, to carry on other business in connection with the foregoing, and to have and exercise all the powers conferred by Title 14, Corporations, General Revised Statutes of New Jersey, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do, and in any part of the world.

FOURTH: The By-Laws of this corporation shall be made, altered and amended by a majority vote of the directors of the corporation present at any meeting at which a quorum is present as prescribed in the said By-Laws.

FIFTH: The total authorized capital stock of this corporation is One Hundred Thousand (\$100,000.00) Dollars divided into one thousand (1000) shares of a par value of One Hundred (\$100.00) Dollars each.

(a) All or any part of the shares of common stock may be issued by the corporation from time to time, and for such consideration as may be determined and fixed by the Board of Directors as provided by law.

(b) No stockholder shall have pre-emptive

rights in the stock of this corporation.

SIXTH: Any person made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director or officer of the Corporation, or of any corporation which he served as such at the request of the Corporation, shall be and by virtue of the enactment of this By-Law is hereby indemnified by the Corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in defending himself in such action, suit or legal proceeding, or in any appeal therein, except in relation to matters as to which such officer or director is liable for negligence or misconduct in the performance of his duties. Such right to indemnification shall exist whether or not such person continues to be a director or officer of the Corporation or of such other corporation at the time such expenses are incurred. As used in this Article, reasonable expenses shall include, in addition to any other costs which may be imposed upon or reasonably incurred by such director or officer, the amounts of judgments or amount paid in settlement by such officer or director, but shall not include any expenses incurred by such director or officer in connection with a matter which shall have been the subject of such action, suit or legal proceeding, disposed of otherwise than by adjudication on the merits, unless in relation to such matter such director or officer shall not have been liable for negligence or misconduct in the performance of his duties as such director or officer. The right to indemnity and the amount payable by way of indemnity shall be determined and paid in accordance with Section 14:3-4 of the Revised Statutes of the State of New Jersey.

SEVENTH: The names and post office addresses of the incorporators and the number of shares subscribed for by each, the aggregate of which \$3,000.00 of common stock is the amount of capital stock with which this company will commence business are as follows:

JEAN STURITS	4 McGinnis Road Metuchen, New Jersey	10 shares
CECILIA P. McCORMICK	393 Seventh Avenue Newark, New Jersey	10 shares
ZELMA RAVEN	82 Goldsmith Avenue Newark, New Jersey	10 shares

EIGHTH: The period of existence of this corporation is unlimited.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 8th day of March, 1960.

*Jean Sturits* L.S.  
JEAN STURITS

*Cecilia P. McCormick* L.S.  
CECILIA P. McCORMICK

*Zelma Raven* L.S.  
ZELMA RAVEN

Signed, Sealed and  
Delivered in the  
Presence of


*David N. Raven*  
DAVID N. RAVEN

STATE OF NEW JERSEY:

SS.

COUNTY OF E S S E X:

BE IT REMEMBERED, that on this 8th day of March, 1960, before me, the subscriber, personally appeared JEAN STUBITS, CECILIA P. MCCORMICK, and ZELMA RAVEN, who, I am satisfied, are the persons named in and who executed the foregoing certificate, and, I having first made known to them the contents thereof, they did acknowledge that they signed, sealed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

  
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DAVID H. HAVIN  
Attorney at Law of New Jersey

CERTIFICATE OF MERGER  
of  
MANSOL DEVELOPMENT CORPORATION

1. In accordance with Title 14A of the New Jersey Statutes, N.J.S. 14A:10-4, as amended, as made and provided, the corporation submits the following Plan of Merger, annexed hereto as Schedule "A", and made a part hereof, by reference as though set forth at length.

2. The number of shares outstanding and entitled to vote in favor of said Plan of Merger, are as follows:

(a) Mansol Ceramics Company, 30 shares outstanding, all voting stock. 30 shares voted unanimously in favor of the Plan of Merger.

(b) Mansol Development Corporation, 200 shares outstanding, voting stock. 200 shares voted unanimously in favor of the Plan of Merger.

3. Said merger was approved by the Board of Directors unanimously, of both corporations.

4. The merger shall become effective in accordance with the Plan of Merger, annexed hereto as Schedule "A", at the time of its filing with the Secretary of State.

5. This is to certify that the foregoing constitutes the Plan of Merger, as annexed, its unanimous approval by the Directors and stockholders of the respective corporations, and the date that it shall become effective.

ATTEST:

Leonard W. Bunell  
Secretary

Harry B. Bueh  
President

Dated: January 6, 1970

The principal office of the corporation  
is located at 140 Little Street, Belleville,  
County of Essex, State of New Jersey. 07109

AGREEMENT OF MERGER, dated the 6th day of January, 1970, by and between MANSOL DEVELOPMENT CORPORATION, a corporation organized under the laws of the State of New Jersey, hereinafter called "DEVELOPMENT", and MANSOL CERAMICS COMPANY, a corporation, organized under the laws of the State of New Jersey, hereinafter called "CERAMICS"

The authorized capital stock of Development consists of 1000 shares, Class A common non-par value voting stock, of which 200 shares are issued and outstanding; and 1500 shares of Class B common non-par value, non-vot <sup>7</sup>, no shares of which are issued and outstanding.

*note: Cap stock*  
The authorized capital stock of Ceramics consists of 30 shares of non-par voting stock of which 30 shares are issued and outstanding. Upon the effective date of the merger, hereinafter provided for, there shall be 1000 shares of non-par voting common stock to be issued and outstanding.

The Boards of Directors of Development and Ceramics, respectively, deem it desirable and in the best interest of the corporations and their stockholders that Development be merged into Ceramics and the corporations respectively desire that they so merge under and pursuant to the laws of the State of New Jersey, as made and provided.

Now, therefore, in consideration of the premises and of the mutual covenants and agreements herein set forth and for the purpose of prescribing the terms and conditions of such merger, the parties hereto covenant and agree as follows:

1. As soon as all the following events shall have happened, viz.,

(a) This Agreement shall have been adopted and approved by the votes of the holders of all of the outstanding capital stock of Ceramics and Development, in accordance with the requirements of the laws of the State of New Jersey, as made and provided, and that fact shall have been certified hereon by the respective secretaries or assistant secretaries of each of such corporations under their respective corporate seals; and

(b) This Agreement, so adopted and certified, shall have been signed, acknowledged and filed, all as required by the provisions of Title 14A of New Jersey Statute (General Corporation Act of the State of New Jersey, as amended), as made and provided.

(c) A Certificate of Merger shall be executed on behalf of each corporation and shall be filed in the Office of the Secretary of State of New Jersey, in accordance with Title 14A, 10-4 of the New Jersey Statutes, as amended; thereupon Development shall be deemed to have merged with and into Ceramics which shall survive the merger and which shall have the name provided in paragraph 2 hereof.

The single corporation which shall so survive the merger is hereinafter sometimes called the Surviving Corporation; Development and Ceramics are hereinafter sometimes called the Constituent Corporations; and the date and time when the Constituent Corporations shall merge and become the Surviving Corporation are hereinafter referred to as "the effective date of the merger".

2. The name of the Surviving Corporation shall be Mansol Ceramics Company. The purposes for which the Surviving Corporation is formed and the nature of the business to be transacted by it shall be as set forth in the Act of Incorporation of

of Ceramics, as amended on the effective date of the merger.

3. On the effective date of the merger, the Act of Incorporation of Ceramics, as amended to date and as it will be amended by the Amendment-Articles of Consolidation filed in New Jersey, shall be the Act of Incorporation of the Surviving Corporation until further amended as provided by law.

4. On the effective date of the merger, the By-laws of Ceramic, as heretofore amended, shall be the By-laws of the Surviving Corporation until the same shall be altered, amended, or repealed, or until new By-laws shall be adopted, in accordance with the provisions thereof.

5. The Board of Directors of the Surviving Corporation shall consist of four (4) directors, and shall hold office until the next annual meeting of the stockholders of the Surviving Corporation; and until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation, or removal. The respective names, places of residence, and addresses of such directors are as follows:

Bernard P. Birnbaum  
Chairman

200 Powers Building  
Rochester, New York 14614

Saul I. Birnbaum  
Director

65 West 55th Street  
New York, New York 10019

Sol Feldman  
Director

1313 Mercedes Street  
Teaneck, New Jersey 07666

Manny Brucker,  
Director

51 Richard Drive  
Short Hills, New Jersey 07078

The principal officers of the Surviving Corporation, each of whom shall hold office until his successor shall have been duly elected or appointed and shall have qualified or until his earlier death, resignation, or removal, and their respective offices,

places of residence, and post office addresses, are as follows:

Bernard P. Birnbaum  
Chairman of the Board

200 Powers Building  
Rochester, N. Y. 14614

Manny Brucker  
President

51 Richard Drive  
Short Hills, N. J. 07078

Sol Feldman  
Treasurer

1313 Mercedes Street  
Teaneck, N. J. 07666

Leonard W. Burrell  
Secretary

38 Crescent Terrace  
Belleville, N. J. 07109

6. On the effective date of the merger, the total amount of capital stock of the Surviving Corporation to be authorized, the number of shares into which the capital stock is to be divided, and the par value of the shares are as follows:

1000 shares authorized non-par voting common stock; 965 shares thereon to be issued to the present stockholders of Ceramics, 35 shares thereof to be issued to the present stockholders of Development. The Certificate of Incorporation of the Surviving Corporation shall be deemed amended in accordance with the terms and provisions hereof.

It is acknowledged and confirmed by the Board of Directors of the respective corporations that Faradyne Electronics Corp., is the stockholder of 100% of the issued and outstanding capital stock of Development and Ceramics and accordingly will be the owner of 100% of the issued and outstanding capital stock of Surviving Corporation.

7. Upon the issuance of the shares of capital stock, as provided hereinabove, in exchange for the shares of Development and Ceramics in the Surviving Corporation, the shares so surrendered to the Surviving Corporation shall be cancelled of record and appropriately marked in the stock ledger of the respective

corporations.

8. On the effective date of the merger Development shall cease to exist separately and shall be so merged with an into Ceramics in accordance with the provisions of the Agreement and in accordance with the provisions of and with the effect provided in Title 14A of the New Jersey Statutes (New Jersey Corporation Act), as amended, as made and provided. As provided therein, on the effective date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers, franchises and trust and fiduciary duties, powers, and obligations, as well of a public as of a private nature, and be subject to all the restrictions, disabilities, and duties of each of the Constituent Corporations, and all and singular, the rights, privileges, powers, duties, and obligations, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations; and the title to any real estate, whether vested by deed or otherwise, in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and

duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by the Surviving Corporation.

9. From time to time, as and when requested by the Surviving Corporation or by its successors or assigns, Development will execute and deliver, or cause to be executed and delivered all such deeds and other instruments; and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all its property, rights, privileges, powers, and franchises and otherwise to carry out the intent and purposes of this Agreement.

10. The location of the principal office of the Surviving Corporation shall be 140 Little Street, Belleville, New Jersey. Registered agent Sol Feldman

11. The Surviving Corporation hereby reserves the right to amend, alter, change, or repeal any provision contained in its Act of Incorporation, as from time to time amended, and any provision contained in the Agreement, in the manner now or hereafter prescribed by law or by such Act, as from time to time amended; and all rights and powers of whatsoever nature conferred in such Act of Incorporation, as from time to time amended, or herein, upon any stockholder, director, officer, or any other person are subject to this reservation.

IN WITNESS WHEREOF, Mansol Ceramics Company and Mansol

Development Corporation, have caused this Agreement to be signed in their corporate names by their respective Presidents or Vice-Presidents and their respective Secretaries or Assistant Secretaries under the seals of the corporations, all as of the day and year first above written.

Attest:

Leland W. Powell  
Secretary

MANSOL CERAMICS COMPANY

By

Wm. B. Bunker  
President

Attest:

Leland W. Powell  
Secretary

MANSOL DEVELOPMENT CORPORATION

By

Wm. B. Bunker  
President

CERTIFICATE OF SECRETARY OF MANSOL CERAMICS  
COMPANY, a corporation

This is to certify, as Secretary of MANSOL CERAMICS  
COMPANY, that the foregoing Agreement was adopted by a majority  
of the stockholders and directors of the corporation, on the  
6th day of January, 1970.

Lionel W. Russell  
Secretary

CERTIFICATE OF SECRETARY OF MANSOL DEVELOPMENT  
CORPORATION,, a corporation

This is to certify, as Secretary of MANSOL DEVELOPMENT  
CORPORATION, that the foregoing Agreement was adopted by a  
majority of the stockholders and directors of the corporation,  
on the 6th day of January, 1970.

Leland W. Bunell

Secretary

STATE OF NEW JERSEY:

COUNTY OF *Camp* SS:

BE IT REMEMBERED that on this *22nd* day of January in the year One Thousand Nine Hundred and Seventy, before me, the subscriber, a Notary Public of New Jersey personally appeared *Leonard W. Russell* who, being by me duly sworn on his oath, doth depose and make proof to my satisfaction, that he is the Secretary of Mansol Development Corporation, that *Manny Russell* named in the within Instrument is the President of said corporation; that the execution, as well as the making of this Instrument has been duly authorized by a proper resolution of the Board of Directors of said corporation; that deponent well knows the corporate seal of said corporation; and the seal affixed to said Instrument is such corporate seal and was thereto affixed and said Instrument signed and delivered by said President, as and for his voluntary act and deed and as and for the voluntary act and deed of said corporation, in presence of deponent, who thereupon subscribed his name thereto as witness.

*Leonard W. Russell*  
Secretary

Sworn and subscribed before  
me,

at *Jersey City*  
the date aforesaid

*Ethel Lieb*  
A Notary Public of New Jersey

ETHEL LIEB  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Nov. 7, 1976

JOINT RESOLUTION OF BOARD OF DIRECTORS  
and STOCKHOLDERS  
OF  
MANSOL CERAMICS COMPANY

At a special joint meeting of the Board of Directors  
of Mansol Ceramics Company, and upon motion made and duly carried,  
it was unanimously resolved that the following resolution be  
approved:

"BE IT RESOLVED, that the corporation be and hereby  
is authorized to act upon a Plan of Merger between Mansol  
Ceramics Company and Mansol Development Corporation,  
and the amendment of the Certificate of Incorporation,  
in accordance with the provisions of the Plan of Merger,  
and be it further

RESOLVED, that the President of the corporation be  
authorized to execute the Agreement of Merger, dated  
the 6th day of January, 1970, and to execute such other  
and further documents and Certificates as may be re-  
quired".



Secretary

JOINT RESOLUTION OF BOARD OF DIRECTORS  
and Stockholders  
of  
MANSOL DEVELOPMENT CORPORATION

At a special joint meeting of the Board of Directors  
of Mansol Development Corporation, and upon motion made and duly  
carried, it was unanimously resolved that the following resolution  
be approved:

"BE IT RESOLVED, that the corporation be and hereby is  
authorized to act upon a Plan of Merger between Mansol  
Development Corporation and Mansol Ceramics Company,  
and the amendment of the Certificate of Incorporation,  
in accordance with the provisions of the Plan of Merger,  
and be it further

RESOLVED, that the President of the corporation be  
authorized to execute the Agreement of Merger, dated  
the 6th day of January, 1970, and to execute such other  
and further documents and Certificates as may be re-  
quired".

*Leonard W. Burrell*

Secretary



N/C  
FILED

MAR 1 1994

AMENDED CERTIFICATE OF INCORPORATION  
OF  
MANSOL CERAMICS COMPANYLONNA R. HOOKS  
Secretary of State

09/9636

The undersigned hereby certifies that the following is an amendment to the certificate of incorporation of Mansol Ceramics Company (same being originally filed March 9, 1960), duly authorized by a vote of the shareholders all in accordance with N.J.S.A. 14A:9-2(4). In accordance with the requirements of N.J.S.A. 14A:9-4(a), the following information is set forth:

FIRST: The name of the corporation is Mansol Ceramics Company.

SECOND: The Certificate of Incorporation filed March 9, 1960 is hereby amended to change the name of the corporation to

TOTALTEL INC. *an*

THIRD: On February 4, 1994, Total-Tel USA Communications, Inc., the sole shareholder in the corporation, by unanimous consent of its Board of Directors, consented to the above amendment.

FOURTH: The effective date of this amendment shall be the date of the filing hereof.

IN WITNESS WHEREOF, the undersigned being duly authorized by the Board of Directors, and with the consent of the sole shareholder, does hereby set his hand and seal this 17 day of February, 1994.

ATTEST:

MANSOL CERAMICS COMPANY

*Lonna R. Hooks**Warren H. Feldman*WARREN H. FELDMAN  
President &  
Chief Executive Officer

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CGN

**FILED****JUN 1 2000**

C-102A Rev 12/93

New Jersey Department of the Treasury  
Division of RevenueState Treasurer  
Roland MacholdCertificate of Amendment to the  
Certificate of Incorporation  
(For Use by Domestic Profit Corporations)

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is: TOTALTEL, INC.
2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 30<sup>th</sup> day of May, 2000:

Resolved, that Article FIRST of the Certificate of Incorporation be amended to read as follows:

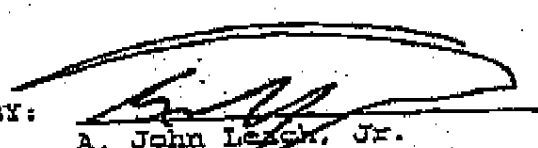
FIRST. The name of the corporation is Covista, Inc.

3. The number of shares outstanding at the time of the adoption of the amendment was: Not Applicable  
The total number of shares entitled to vote thereon was: Not Applicable
4. The number of shares voting for and against such amendment is as follows:

Number of Shares  
Voting for Amendment  
Not Applicable

Number of Shares  
Voting Against Amendment  
Not Applicable

BY:

  
A. John Leach, Jr.  
President
Dated this 31<sup>st</sup> day of May, 2000

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1502100  
1502101

5639180000

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
FILING CERTIFICATION (CERTIFIED COPY)

COVISTA, INC.

I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above named business  
did file and record in this department the below  
listed document(s) and that the foregoing is a  
true copy of the  
Certificate Of Incorporation  
Certificate Of Merger  
Certificate Of Amended  
Certificate Of Amendment  
as the same is taken from and compared with the  
original(s) filed in this office on the date set  
forth on each instrument and now remaining on file  
and of record in my office.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
24th day of July, 2000

*Roland M Machold*

Roland M Machold  
Treasurer