

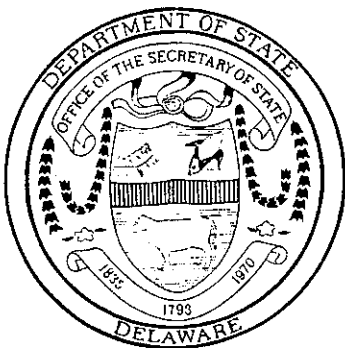


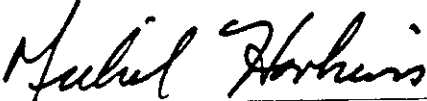
State of DELAWARE

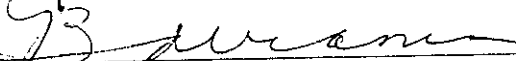


Office of SECRETARY OF STATE

I, Michael Harkins, 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 April 14, 1982





Michael Harkins, Secretary of State
BY: 

DATE: March 25, 1991

CERTIFICATE OF INCORPORATION
OF
INSTITUTE FOR WORLD ENVIRONMENT
AND RESOURCES STUDIES, INC.
(A Delaware Non-Profit Corporation)

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FILED

APR 14 1987

Michael C. Keenan
SECRETARY OF STATE

The undersigned incorporator, in order to form a non-profit, non-stock corporation, under the General Corporation Law of the State of Delaware, certifies as follows:

1. Name. The name of the proposed corporation is: INSTITUTE FOR WORLD ENVIRONMENT AND RESOURCES STUDIES, INC. (hereinafter called the "Corporation").
2. Address; Registered Agent. The registered office of the Corporation is 306 South State Street, City of Dover, County of Kent, State of Delaware; its registered agent at that address is the United States Corporation Company.
3. Purpose. The Corporation is organized exclusively for charitable, scientific and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (the "Code"), including, but not limited to, the sponsorship of research, reports, seminars and like activities with regard to the area of world environment and resource studies.
4. Non-Profit Status. In furtherance of the foregoing objects and purposes, the Corporation shall have all the specific, general and incidental powers granted to it under the General Corporation Law of Delaware. The corporation is empowered to do all and

everything necessary, suitable and proper to accomplish, attain, and further its objects and purposes provided that:

a. The Corporation shall receive, administer, maintain, use and employ its funds, net earnings, and real and personal property exclusively for charitable, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Code.

b. No part of the net earnings of the corporation shall inure to the benefit of any director, member, officer, employee, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes). No officer, director or employee of the Corporation or any private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation, or in any other event.

c. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation (except to the extent authorized by Section 501(h) of the Code, during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision) and the Corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of or against any candidate for public office.

d. In the event of liquidation, dissolution or winding up of the business and affairs of the Corporation,

whether voluntary or involuntary or by operation of law, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, dispose of all assets exclusively for the purposes of the Corporation or to such corporation or organization as shall at the time qualify as exempt under Section 501(a) of the Code pursuant to Section 501(c)(3) of the Code, in such manner as the Board of Directors shall determine. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for such purposes or to such corporations or other organizations as said court shall determine are organized and operated solely for such purposes.

All references herein to the Code shall be deemed to include both amendments thereto and statutes which succeed such provision (i.e., the corresponding provisions of future United States internal revenue laws).

5. No Authority to Issue Stock; Membership. The Corporation shall not have authority to issue any capital stock. The conditions of membership in the Corporation, the rights and obligations of its members and the classification of members, if any, shall be as provided in the By-laws.

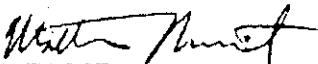
6. Election of Directors. Members of the Board of Directors may be elected either by written ballot or by voice voice.

7. Name and Address of Incorporator. The name and address of the incorporator is: Matthew Nimetz, c/o Paul, Weiss, Rifkind, Wharton & Garrison, 345 Park Avenue, New York, New York 10154.

8. Adoption, Amendment and/or Repeal of By-laws.

The Board of Directors may from time to time (after adoption by the undersigned of the original By-laws of the Corporation) make, alter or repeal the By-laws of the Corporation; provided, that any By-laws made, amended or repealed by the Board of Directors may be amended or repealed, and any By-laws may be made, by the members of the Corporation.

IN WITNESS WHEREOF, this Certificate has been signed on this 12th day of April, 1982, and the signature of the undersigned shall constitute the affirmation and acknowledgment of the undersigned, under penalties of perjury, that the Certificate is the act and deed of the undersigned and that the facts stated in the Certificate are true.



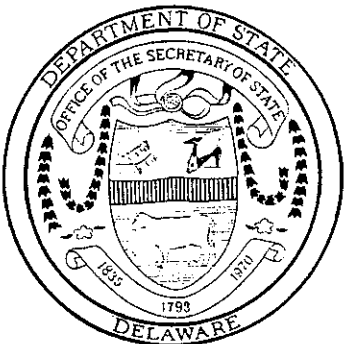
Matthew Nimetz, Incorporator



State of DELAWARE

Office of **SECRETARY OF STATE**

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Correction
filed in this office on August 12, 1982



Michael Harkins
Michael Harkins, Secretary of State
BY: D. L. ...
DATE: March 25, 1991

FILED

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*Michael C. K...
SECRETARY OF STATE*

CERTIFICATE OF CORRECTION
OF
CERTIFICATE OF INCORPORATION
OF
INSTITUTE FOR WORLD ENVIRONMENT
AND RESOURCES, INC.

Pursuant to Section 103(f) of
the General Corporation Law
of the State of Delaware

The undersigned, being the Incorporator of
INSTITUTE FOR WORLD ENVIRONMENT AND RESOURCES, INC.,
does hereby certify as follows:

FIRST: A Certificate of Incorporation was filed
in the office of the Secretary of State of Delaware on the
14th day of April, 1982, and a copy thereof, certified by
said Secretary of State, was filed for record in the office
of the Recorder of Kent County, Delaware, on the 14th day
of April, 1982; Certificates of Correction were filed in
the office of the Secretary of State of Delaware on May 19,
1982 and May 25, 1982.


SECOND: The Certificate of INSTITUTE FOR WORLD
ENVIRONMENT AND RESOURCES, INC. (the "Corporation") as so
filed and as so corrected is an inaccurate record of the
corporate action or was defectively or erroneously executed,

sealed or acknowledged in that the true name of the Corporation is WORLD RESOURCES INSTITUTE.

THIRD: The Certificate of Incorporation is corrected so that paragraph 1 shall read as follows:

"1. Name. The name of the proposed corporation is: WORLD RESOURCES INSTITUTE (hereinafter called the "Corporation")."

IN WITNESS WHEREOF, I have made, signed and acknowledged this Certificate this 11th day of August 1982.


Matthew Nimetz
Chairman of the Board