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ACCOUNT NO. : 072100000032

REFERENCE : 660392 4807270

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 70.00

ORDER DATE : April 12, 2000

ORDER TIME : 3:54 PM

ORDER NO. : 660392-005

CUSTOMER NO: 4807270

300003210163--3

CUSTOMER: Ms. Donna G. Newcomb
Oneida Ltd.
163-181 Kenwood Avenue
Kenwood Station
Oneida, NY 13421

FOREIGN FILINGS

NAME: ONEIDA LTD.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 14 PM 2:57

RECEIVED
00 APR 14 PM 4:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 00 APR 14 PM 2:57

1. Oneida Ltd., Inc. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York (State or country under the law of which it is incorporated) 3. 15-0405700 (FEI number, if applicable)

4. 11/20/1880 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. April 3, 2000 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Oneida Ltd. 163-181 Kenwood Avenue, Oneida, Ny 13421 (Current mailing address)

8. Office Space (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301 (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company By: Laura R. Dink (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: William D. Matthews

Address: 621 Patio Circle Drive
Oneida, NY 13421

Director: Peter J. Kallet

Address: 552 Main Street
Oneida, NY 13421

Director: J. Peter Fobare

Address: 130 Kenwood Avenue
Oneida, NY 13421

Director: Catherine H. Suttmeier

Address: 3922 Kenwood Road
Oneida, NY 13421

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Peter J. Kallet

Address: See above

Sr. Vice President: Edward W. Thoma

Address: 808 W. Hamilton Ave.
Sherrill, NY 13461

Secretary: Catherine H. Suttmeier

Address: 3922 Kenwood Road
Oneida, NY 13421

Treasurer: Shelley J. Hyde

Address: 62 W 6th Street
Oneida Castle, NY 13421

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Catherine H. Suttmeier
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Catherine H. Suttmeier, Secretary
(Typed or printed name and capacity of person signing application)

DIRECTORS CONTINUED

William F. Allyn
50 State Street
Skaneateles, NY 13162

R. Quintus Anderson
65 East Terrace Avenue
Lakewood, NY 14750

Georgia S. Derrico
Marblehead Farm
2954 Burrland Lane
The Plains, VA 22171

Gregory M. Harden
5 Fairways Drive
McConnellsville, NY 13401

Whitney D. Pidot
Piping Rock Road
Locust Valley, NY 11560

Raymond T. Schuler
1354 Rosehill Blvd.
Niskayuna, NY 12302

William M. Tuck
4866 Briarwood Lane
Manlius, NY 13104

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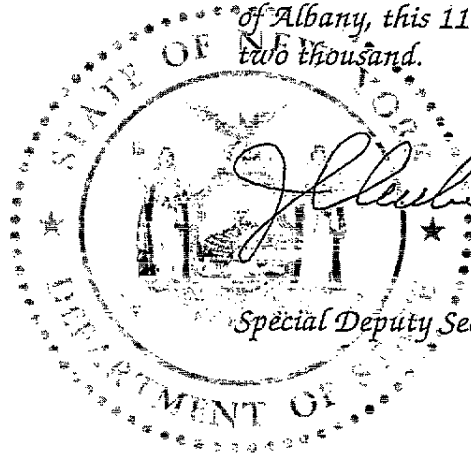
**State of New York
Department of State**

ss:

I hereby certify, that the Certificate of Incorporation of ONEIDA LTD. was filed on 11/20/1880, under the name of ONEIDA COMMUNITY, LIMITED, fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment ONEIDA COMMUNITY, LIMITED, changing its name to ONEIDA LTD., was filed 03/01/1935.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 11th day of April
two thousand.*



Special Deputy Secretary of State

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