

F010000003368

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NIC Holding Corp.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

000004437290--2
-06/22/01--01070--002
*****70.00 *****70.00

Elizabeth Ann McConaghy
(Name of Person)

NIC Holding Corp.
(Firm/Company)

25 Melville Park Road, P.O. Box 2937
(Address)

Melville, NY 11747-0398
(City/State and Zip code)

For further information concerning this matter, please call:

Bette Simon, assistant to Elizabeth Ann McConaghy at (631) 753-4222
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 JUN 22 AM 8:40

FILED
6/25

ep

NORTHVILLE



NORTHVILLE INDUSTRIES CORP. 25 MELVILLE PARK ROAD, PO BOX 2937, MELVILLE, NEW YORK 11747-0398

June 21, 2001

VIA FEDERAL EXPRESS

Florida Secretary of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: NIC Holding Corp.
Applying for Foreign Corporation Qualification

Dear Sir or Madam:

Enclosed please find the completed Application by Foreign Corporation for Authorization, your Transmittal Letter, along with the required documentation and payment necessary to apply for Foreign Corporation Qualification under the name NIC Holding Corp.

Upon acceptance, kindly return authorized evidence of this filing, as issued by the State, to the undersigned.

If you have any questions or need additional information, I can be reached by telephone at: 631-753-4222, or by fax at 631-753-4305.

Thank you.

Very truly yours,

Bette Simon
Legal Assistant

/b
Enclosures

FILED
01 JUN 22 AM 8:40
SECRETARY OF STATE
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.

1. NIC Holding Corp.
(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. State of New York 3. 11-3577086
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/22/00 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 07/01/01
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. NIC Holding Corp., 25 Melville Park Road, P.O. Box 2937, Melville, NY 11747-0398
(Principal office address)

Same as above.
(Current mailing address)

8. As principal, broker or agent: to purchase, sell, distribute, exchange, import, contract for, ship and otherwise deal with and in fuels of any and all kinds, petroleum, and all by-products of such fuels and petroleum.
(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: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

FILED
01 JUN 22 AM 8:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.

Barbara A Burke
(Registered agent's signature)
BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

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 business addresses of officers and/or directors:

PLEASE SEE ATTACHED.

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

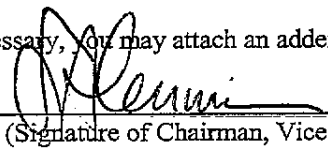
Treasurer: _____

Address: _____

FILED
01 JUN 22 AM 8:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

13. _____



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Steven A, Lessmann, Corporate Controller

(Typed or printed name and capacity of person signing application)

Business Address:

NIC Holding Corp.
25 Melville Park Road
P.O. Box 2937
Melville, New York 11747-0398

OFFICERS and DIRECTORS

JAY H. BERNSTEIN
26 Pheasant Run
Old Westbury, NY 11568

Chairman
President
Director

GENE M. BERNSTEIN
39 The Oaks
Roslyn Estates, NY 11576

Director

PETER J. RIPP
P. O. Box 715
Maryknoll Drive
New Vernon, NJ 07976

Senior Vice President
Chief Financial Officer
Treasurer

STEVEN A. LESSMANN
260 Asharoken Avenue
Northport, NY 11768

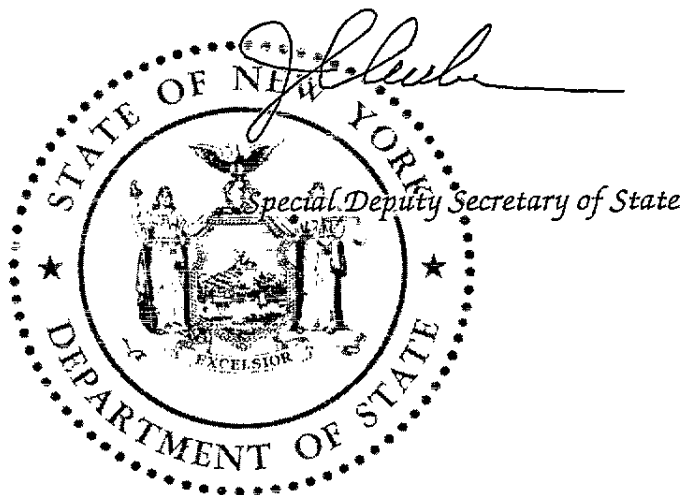
Corporate Controller
Assistant Secretary

FILED
01 JUN 22 AM 8:40
SEAL JAN 19 1981
TALLAHASSEE FLORIDA

State of New York } **ss:**
Department of State

I hereby certify, that the Certificate of Incorporation of NIC HOLDING CORP. was filed on 11/22/2000, with perpetual duration, 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.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 30th day of May
two thousand and one.*



200105310153 51

FILED
01 JUN 22 AM 8:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA