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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

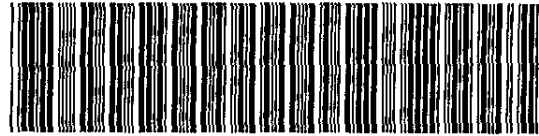
(Business Entity Name)

(Document Number)

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: C.M. Products, Inc. (NV)
(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:

Maureen Farrell
(Name of Person)

Seyfarth Shaw LLP
(Firm/Company)

55 East Monroe Street, Suite 4200
(Address)

Chicsago, IL 60603
(City/State and Zip code)

For further information concerning this matter, please call:

Maureen Farrell at (312) 621-8712
(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

SEYFARTH
ATTORNEYS SHAW LLP

55 East Monroe Street
Suite 4200
Chicago, IL 60603-5803
312-346-8000
fax 312-269-8869
www.seyfarth.com

Writer's direct phone
(312) 621-8712
Writer's e-mail
mfarrell@seyfarth.com

June 15, 2005

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

Re: C.M. Products, Inc. (NV)

Dear Sir or Madam:

Enclosed for filing with your office are duplicate originals of the Application by Foreign Corporation for Authorization to Transact Business in Florida on behalf of the above-captioned corporation, together with a copy of your transmittal letter, a Certificate of Good Standing from the Secretary of State of Nevada and a check for the amount of \$70.00 as payment of the filing fee.

Please file this application at your earliest convenience and return the evidence of filing to my attention in the stamped, self-addressed envelope enclosed for your use.

Thank you for your assistance and if you have any questions, please contact the undersigned.

Sincerely,

SEYFARTH SHAW LLP



Maureen Farrell
Paralegal

MF:wwg
Enclosures
cc: Suzanne L. Saxman (w/o enclosures)

ALABAMA ARIZONA CALIFORNIA CHICAGO CINCINNATI COUSNETT DENVER DALLAS DUBLIN HOUSTON LOS ANGELES NEW YORK SACRAMENTO SAN FRANCISCO WASHINGTON D.C. BRUSSELS

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. C.M. Products, Inc. (NV)
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Nevada 3. 36-4387919
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 27, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 1, 2005
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 800 Ela Road
(Principal office address)

Lake Zurich, IL 60047
(Current mailing address)

8. Manufacture, sale, distribution of bakeware products.
(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 NOT acceptable)

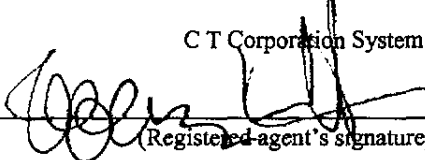
Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (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.

By: 
(Registered agent's signature)
C T Corporation System **Jeffrey R. Graves**
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:

A. DIRECTORS.

Chairman: Geoffrey C. Fear

Address: 800 Ela Road Lake Zurich, IL 60047

Vice Chairman: None

Address: _____

Director: See Exhibit A attached hereto

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Exhibit A attached hereto

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. *Suzanne L. Saxman*
(Signature of Director or Officer listed in number 12 of the application)

14. Suzanne L. Saxman, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Exhibit A
 C.M. Products, Inc. (NV)
 Application by a Foreign Corporation for Authorization to Transact Business in Florida

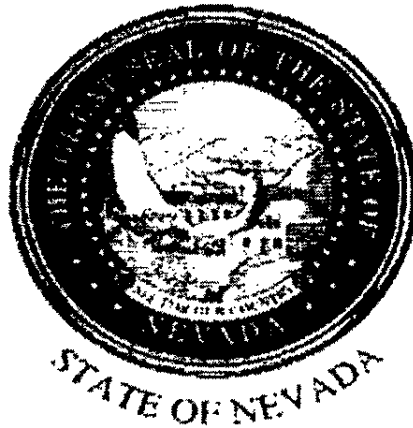
Item 12 A - Directors

| Name: | Title: | Address: |
|-------------------|----------|--|
| Geoffrey C. Fear | Director | 800 Ela Road Lake Zurich, IL 60047 |
| Mark R. Faber | Director | 800 Ela Road Lake Zurich, IL 60047 |
| Richard D. Barton | Director | 800 Ela Road Lake Zurich, IL 60047 |
| Suzanne L. Saxman | Director | 55 East Monroe Street Suite 4200 Chicago, IL 60603 |
| Jay J. Fritz | Director | 800 Ela Road Lake Zurich, IL 60047 |

12 B. Officers

| Name: | Title: | Address: |
|---------------------|--|--|
| Geoffrey C. Fear | Chairman of the Board | 800 Ela Road Lake Zurich, IL 60047 |
| Mark R. Faber | CEO, President, CFO and Assistant Secretary | 800 Ela Road Lake Zurich, IL 60047 |
| Richard D. Barton | Vice President – Bakeware | 800 Ela Road Lake Zurich, IL 60047 |
| Brent J. Bozile | Vice President – Operations | 800 Ela Road Lake Zurich, IL 60047 |
| Michael F. Jenkins | Vice President – Engineering | 800 Ela Road Lake Zurich, IL 60047 |
| Randy Poznansky | Vice President – Packaging | 800 Ela Road Lake Zurich, IL 60047 |
| Suzanne L. Saxman | Assistant Secretary | 55 East Monroe Street Suite 4200 Chicago, IL 60603 |
| Sidney J. Hess, Jr. | Secretary | 55 East Monroe Street Suite 4200 Chicago, IL 60603 |

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **C.M. PRODUCTS, INC. (NV)**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 27, 2000, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on June 13, 2005.



Dean Heller

DEAN HELLER
Secretary of State

By

Acqueline Urue

Certification Clerk