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C T CORPORATION SYSTEM

Requestor's Name
 660 East Jefferson Street

Address
 Tallahassee, Florida 32301

City State Zip Phone
 904-222-1092

CORPORATION(S) NAME

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 -06/16/98--01084--019
 *****70.00 *****70.00

ICI PRODUCTS, INC.

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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 6/16

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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ICI Products, Inc.
(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:

Patricia Naqvi
(Name of Person)

Prëmark International, Inc.
(Firm/Company)

1717 Deerfield Road
(Address)

Deerfield, IL 60015
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Patricia Naqvi at (847) 405-6287
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. ICI Products, 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. Delaware 3. 36-4211500
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 23, 1998 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 18, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 5602 Crenshaw
Tampa, Florida 33634
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

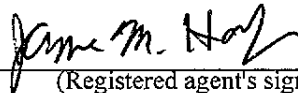
Name: CT Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, Florida, 33324
(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.



(Registered agent's signature)

JAMES M. HALPIN, ASST SECY

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.

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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: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached list

Address: _____

Vice President: _____

Address: _____

Secretary: _____

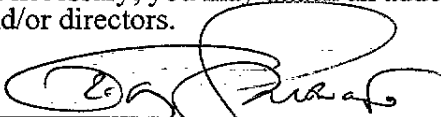
Address: _____

Treasurer: _____

Address: _____

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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. Gregory J. Mancuso, Assistant Secretary
(Typed or printed name and capacity of person signing application)

ICI Products, Inc.
Officers as of Wednesday, June 10, 1998

<i>Name</i>	<i>Title</i>	<i>Business Address</i>
Raymond Barbosa	Vice President	1717 Deerfield Road Deerfield, Illinois USA 60015
Joseph W. Deering	Vice President	701 Ridge Avenue Troy, Ohio 45374
Michael A. Ferreira	President	701 S. Ridge Avenue Troy, Ohio 45374-0001
Carl E. Johnson	Assistant Treasurer	1717 Deerfield Road Deerfield, Illinois USA 60015
Donn A. Kremmel	Assistant Secretary	701 S. Ridge Avenue Troy, Ohio 45374-0001
Gregory J. Mancuso	Assistant Secretary	1717 Deerfield Road Deerfield, Illinois 60015
Mary Rose Pica	Assistant Secretary	701 S. Ridge Avenue Troy, Ohio 45374-0001
Alastair H. Swan	Vice President & General Manager	2875 E. Bay Shore RDD P.O. Box 278 Owen Sound, ontario Canada N4K 5P5
James S. Wilcox	Vice President	701 S. Ridge Avenue Troy, Ohio 45374-0001
L. John Fletcher	Vice President & Secretary	1717 Deerfield Road Deerfield, Illinois USA 60015

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ICI Products, Inc.
Officers as of Wednesday, June 10, 1998

<i>Name</i>	<i>Title</i>	<i>Business Address</i>
Isabelle C. Goossen	Treasurer	1717 Deerfield Road Deerfield, Illinois USA 60015
Thomas H. Rodgers	Vice President & Assistant Secretary	701 S. Ridge Avenue Troy, Ohio 45374-0001

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ICI Products, Inc.
Directors as of Wednesday, June 10, 1998

<i>Name</i>	<i>Business Address</i>	<i>Dates</i>
Raymond Barbosa	Vice President, Taxes and Tax Counsel Premark International, Inc. 1717 Deerfield Road Deerfield, Illinois USA 60015	
L. John Fletcher	Vice President and Assistant General Counsel Premark International, Inc. 1717 Deerfield Road Deerfield, Illinois USA 60015	
Thomas H. Rodgers	Vice President & General Counsel PMI Food Equipment Group 701 S. Ridge Avenue Troy, Ohio 45374-0001	

[A] indicates an Associate Director.

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TALLAHASSEE FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ICI PRODUCTS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9135517

DATE:

06-12-98