F98000003796

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CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

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*****70.00 *****70.00

Corning Consumer Products Company

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(X) Profit
() NonProfit
() Amendment
() Merger

(X) Foreign
() Dissolution/Withdrawal
() Limited Liability Company

() Limited Partnership
() Annual Report
() Other
() Reinstatement
()Name Registration
() Change of R.A.
()Fictitious Name
()UCC-1 Financing Statement
() UCC-3 Filing
() Certified Copy
() Photo Copies
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CR2E031 (1-89)

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. Corning Consumer Products Company
(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
(State or country under the law of which it is incorporated)

3. 36-3800566
(FEI number, if applicable)

4. November 15, 1991
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. HP-EB-01, Corning, New York 14831
(Current mailing address)

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8. See attached purpose clause
(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Lisa K. Pastor

(Registered agent's signature) (Officer)

Lisa Pastor, Asst. Sec.

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: ____________________

____

Vice Chairman: See attached list of directors

Address: ____________________

____

Director: See attached list of directors

Address: ____________________

____

Director: ____________________

Address: ____________________

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B. OFFICERS

President: See attached list of officers

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

14. Thomas C. O'Brien, Secretary ______________________________
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

Purpose Clause of Corning Consumer Products Company

The purpose of the corporation is to design, manufacture, construct, use, buy, sell, lease, hire and deal in and with glass, glass ceramic, metal, plastic and other consumer housewares, cookware, beverage ware and service ware products and other articles and property of all kinds, to render service of all kinds and generally to engage in any lawful act or activity for which corporations maybe organized under the laws of this state.

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DIRECTORS OF CORNING CONSUMER PRODUCTS COMPANY

Peter F. Campanella	Director	Corning Consumer Products Company HP-EB-01-10 Corning, NY 14831
William H. Carter	Director	Borden, Inc. 180 East Broad Street Columbus, OH 43215
C. Robert Kidder	Director	Borden, Inc. 180 East Broad Street Columbus, OH 43215
Nancy A. Reardon	Director	Borden, Inc. 180 East Broad Street Columbus, OH 43215
William F. Stoll, Jr.	Director	Borden, Inc. 180 East Broad Street Columbus, OH 43215

OFFICERS OF CORNING CONSUMER PRODUCTS COMPANY

Peter F. Campanella	President & CEO	HP-EB-01-10 Corning, NY 14831
Clark S. Kinlin	Sr. V.P., Sales & Marketing	HP-EB-01-15 Corning, NY 14831
Anthony P. Deasey	Senior V.P., Finance & Chief Financial Officer	HP-EB-02-02 Corning, NY 14831
Twilver Gordon	V.P., Manufacturing & Engineering	HP-EB-01-04 Corning, NY 14831
Joseph T. Gallagher	Director, Human Resources	HP-EB-01-14 Corning, NY 14831
Thomas C. O'Brien	V.P., Secretary and General Counsel	HP-EB-01-12 Corning, NY 14831
George Knight	Treasurer, Controller and Chief Financial Officer	Borden, Inc. 180 East Broad Street Columbus OH 43215
Ronald P. Starkman	Assistant Treasurer	Borden, Inc. 180 East Broad Street Columbus OH 43215
Gary P. Vogt	V.P., Logistics & Procurement	HP-EB-01-07 Corning, NY 14831
John H. Conklin	V.P., Information Technologies	HP-EB-02-06 Corning, NY 14831
Mark W. Levie	V.P., Factory Outlet Stores	HP-EB-01-08 Corning, NY 14831

Business Address for all:

Corning Consumer Products Company
Houghton Park, E Building
[Building Code – See Above]
Corning, NY 14831

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CORNING CONSUMER PRODUCTS COMPANY" 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 THIRTIETH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9171815

DATE: 06-30-98