

F 980000005493



ACCOUNT NO. : 072100000032  
REFERENCE : 978815 4332313  
AUTHORIZATION :  
COST LIMIT : \$78.75

*Patricia Pizzuto*

200002653242-2

ORDER DATE : September 29, 1998  
ORDER TIME : 10:28 AM  
ORDER NO. : 978815-020  
CUSTOMER NO: 4332313

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CUSTOMER: Shaun S. Fleming, Legal Asst  
Buchanan Ingersoll, P.c.  
One Oxford Centre, 20th Flr.  
301 Grant Street  
Pittsburgh, PA 15219-1410

FOREIGN FILINGS

NAME: THE CONAIR GROUP, INC.

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DIVISION OF CORPORATIONS  
98 OCT -1 AM 11:56

XXXX QUALIFICATION (TYPE: CO)

*mtm*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

*10/1*

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

CONTACT PERSON: Robert Maxwell

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DIVISION OF CORPORATIONS  
SECRETARY OF STATE  
PITTSBURGH, PA 15219-1410

# 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. THE CONAIR GROUP, 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 (State or country under the law of which it is incorporated)      3. 25-1514119 (FEI number, if applicable)

4. December 13, 1985 (Date of Incorporation)      5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1998  
 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. The Prentice-Hall Corporation System, Inc.  
1013 Centre Road, Wilmington, DE 19805  
 (Current mailing address)

8. The sale of capital equipment.  
 (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: 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.*

*Doreen Hausli Asst U-P*  
 (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.

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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 officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See attached officers/directors rider

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. EUGENE J. O'SULLIVAN Vice President and Treasurer  
(Typed or printed name and capacity of person signing application)

**RIDER A**

**THE CONAIR GROUP INC.**

**LIST OF OFFICERS**

G. Watts Humphrey, Jr., Chief Executive Officer  
The Conair Group, Inc.  
20 Stanwix Street  
Suite 620  
Pittsburgh, PA 15222

E. Niles Kenyon, President  
The Conair Group, Inc.  
One Conair Drive  
Pittsburgh, PA 15202

Robert W. Riordan, Secretary  
The Conair Group, Inc.  
One Conair Drive  
Pittsburgh, PA 15202

Eugène J. O'Sullivan, Vice President and Treasurer  
The Conair Group, Inc.  
One Conair Drive  
Pittsburgh, PA 15202

Charles Sari, Ass't. Secretary/Ass't. Treasurer  
The Conair Group, Inc.  
One Conair Drive  
Pittsburgh, PA 15202

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**RIDER B**

**THE CONAIR GROUP INC.**

**LIST OF DIRECTORS**

G. Watts Humphrey, Jr.  
The Conair Group, Inc.  
20 Stanwix Street  
Suite 620  
Pittsburgh, PA

E. Niles Kenyon  
The Conair Group, Inc.  
One Conair Drive  
Pittsburgh, PA 15202

Thomas Gudovich  
The Conair Group, Inc.  
One Conair Drive  
Pittsburgh, PA 15202

Robert W. Riordan  
The Conair Group, Inc.  
One Conair Drive  
Pittsburgh, PA 15202

Peter Castenfelt  
The Conair Group, Inc.  
One Conair Drive  
Pittsburgh, PA 15202

William O. DeWitt, Jr.  
The Conair Group, Inc.  
One Conair Drive  
Pittsburgh, PA 15202

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William S. Farish, III  
The Conair Group, Inc.  
One Conair Drive  
Pittsburgh, PA 15202

Frederick C. Hamilton  
The Conair Group, Inc.  
One Conair Drive  
Pittsburgh, PA 15202

Michael McDonnell  
The Conair Group, Inc.  
One Conair Drive  
Pittsburgh, PA 15202

Peter G. Schiff  
The Conair Group, Inc.  
One Conair Drive  
Pittsburgh, PA 15202

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE CONAIR GROUP, 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 TWENTY-NINTH DAY OF SEPTEMBER, 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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09-29-98



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:  
DATE: