



Conwood Company, L.P.

B020000000/93

EDWARD J. FOSTER
SECRETARY & GENERAL COUNSEL

May 1, 2002

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

500005463835--3
-05/06/02--01120--010
***1837.50 ***1837.50

- Re: (1) Application of Conwood Sales Co., L.P. for Authorization to Transact Business in Florida as a Foreign Limited Partnership
- (2) Application of Conwood LLC for Authorization to Transact Business in Florida as a Foreign Limited Liability Company

Dear Sir or Madam:

I am enclosing, on behalf of Conwood Sales Co., L.P., an Application By Foreign Limited Partnership for Authorization to Transact Business in Florida. Included also is an Affidavit of Capital Contributions for a Foreign Limited Partnership. Our check in the amount of \$1,837.50 is enclosed and includes payment of the application fee (\$1,750), fee for designation of registered agent (\$35), and fee for a certified copy (\$52.50). I would appreciate the certified copy being returned to my attention.

The instructions indicate that the general partner of a limited partnership must also have an active registration with the Florida Department of State. I have accordingly submitted such an application on behalf of Conwood LLC, the sole general partner of Conwood Sales Co., L.P. Included with that application is a Certificate of Designation of Registered Agent. I have also included, as required, an original Certificate of Existence issued by the Delaware Secretary of State as of April 26, 2002. Our check in the amount of \$125 is enclosed to cover the required \$100 application fee and \$25 fee for designation of registered agent.

Please give me a call at (901) 248-1782 if there should be any questions with respect to these applications.

Very truly yours,

Edward J. Foster

FILED
02 MAY -6 PM 4:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

cb
Enclosure

c: Linda Sheley
Scott Stevens

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. CONWOOD SALES CO., L.P.
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware 4. 10/29/96
(State of Formation) (Date of Formation)

5. CT Corporation System
(Name of Registered Agent for Service of Process)

6. 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

(See Attached)

(Agent must sign on this line)

8. The Corporation Trust Company

1209 Orange Street, Wilmington, DE 19801
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Conwood LLC 200 West Madison, Chicago, IL 60606

10. 813 Ridge Lake Blvd., Memphis, TN 38120
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

02 MAY 1996 PM 4:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

12. P.O. Box 217

Memphis, TN 38101

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 29th day of April, 2001

CONWOOD LLC - General Partner

By Edward J. Foster, Secretary
General Partner

STATE OF TENNESSEE

COUNTY OF SHELBY

On this 29th day of April, 2002

Edward J. Foster personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Cynthia G. Blankenship
(Notary Public Signature)

Cynthia G. Blankenship
(Notary's Printed Name)

Seal

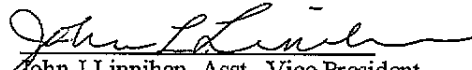
My Commission Expires: 1/20/2004

ACCEPTANCE OF REGISTERED AGENT

C T CORPORATION SYSTEM acknowledges and accepts the appointment of
registered Agent for and on behalf of CONWOOD SALES CO, LP

Dated: 4/8/02

C T CORPORATION SYSTEM


John J Linnihan, Asst. Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Edward J. Foster, Secretary of Conwood LLC, the
a general partner of Conwood Sales Co., L.P., a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 9,996,375.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 300,891.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 30th day of April, ~~19~~ 2002.

CONWOOD LLC

By Edward J. Foster, Secretary
General Partner

STATE OF TENNESSEE

COUNTY OF SHELBY

On this 30th day of April, ~~19~~ 2002,

Edward J. Foster, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Cynthia G. Blankenship
(Notary Public Signature)

Cynthia G. Blankenship
(Notary's Printed Name)

Seal

My Commission Expires: 1/20/2004