

F00000005101



ACCOUNT NO. : 072100000032

REFERENCE : 824476 7224337

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 70.00

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
00 SEP 11 AM 11:05

ORDER DATE : September 8, 2000

ORDER TIME : 12:56 PM

ORDER NO. : 824476-005

CUSTOMER NO: 7224337

CUSTOMER: Mr. Bradley H. Groper
Dufour & Company, Ltd.
2220 91st Street

8000003388508--0

North Bergen, NJ 07047

FOREIGN FILINGS

NAME: DUFOUR & COMPANY, LTD., INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

RECEIVED
00 SEP 11 PM 2:24
CLERK OF STATE
DIVISION OF CORPORATIONS
MAIL ROOM 311-1070

CONTACT PERSON: Susie Knight EXT: 1156

BR 9/11

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

STATE OF FLORIDA
DIVISION OF CORPORATIONS
09 SEP 11 AM 11:05

1. DUFOR & CO., LTD., 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. 04-3134908 FED ID

(FEI number, if applicable)

4. OCT. 11, 1991

(Date of incorporation)

5. Perpetual

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

6. "UPON QUALIFICATION"

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2220 91ST STREET NORTH BERGEN, NJ 07047

(Principal office address)

17 HIGH STREET #2 BROOKLINE, MA 02445

(Current mailing address)

8. WINE IMPORTERS

(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 or Mail Drop Box NOT acceptable)

Name: Kenneth H LAPHAM

Office Address: 2418 MARATHON Lane

FT. LAUDERDALE, FL, Florida 33312

(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.

Kenneth H Lapham

(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.

FILED
DIVISION OF CORPORATIONS
00 SEP 11 AM 11:05

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: FRANCOIS DUFOUR

Address: VIA GUIDINO 7
6900 LUGANO PARADISO SWITZERLAND

Vice President: BRADLEY H. GROPER

Address: 76 OLD FARM ROAD
NEWTON, MA 02459

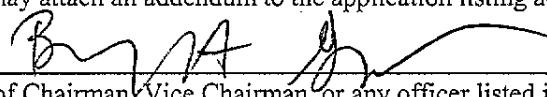
Secretary: BRADLEY GROPER

Address: (AS ABOVE)

Treasurer: FRANCOIS DUFOUR

Address: (AS ABOVE)

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. BRADLEY H - Groper
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 11 AM 11:05

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DUFOUR & CO., LTD." 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 EIGHTH DAY OF SEPTEMBER, A.D. 2000.

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

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



Edward J. Freel

Edward J. Freel, Secretary of State

2275944 8300

AUTHENTICATION: 0663664

001453422

DATE: 09-08-00