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ACCOUNT NO. : 072100000032

REFERENCE : 457387 4313038

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyjot

ORDER DATE : February 7, 2002

ORDER TIME : 11:36 AM

ORDER NO. : 457387-010

CUSTOMER NO: 4313038

300005024783--8

CUSTOMER: Mr. Renzo Cerabino
Hinman Howard & Kattell, LLP
80 Exchange Street
P.O. Box 5250
Binghamton, NY 13902-5250

FOREIGN FILINGS

NAME: GRANITE CAPITAL HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson EXT# 1155

EXAMINER: 02 FEB 27 PM 1:55

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Cap

**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. Granite Capital Holdings, 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. New York 3. 15-0552668
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 28, 1952 5. Perpetual
(Date of incorporation) (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.)
c/o Joseph P. Mirabito, 44 Grand Street
7. Sidney, NY 13834
(Principal office address)

(Current mailing address)
Wholesale distributor of gasoline and distillates, milk hauling, and the sale of insurance products. To engage in any act or activity for which
8. corporations may be organized.
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.

Corporation Service Company

By: Dolores Burton
(Registered agent's signature)
Dolores Burton Assistant Vice President

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: _____

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. Joseph P. Mirabito

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

14. Joseph P. Mirabito, President

(Typed or printed name and capacity of person signing application)

OFFICERS OF GRANITE CAPITAL HOLDINGS, INC.

1. Chairman, William C. Craine, 1 North Main Street, P.O. Box 717, Sherburne, New York, 13460.
2. CEO, Secretary and Treasurer, John J. Mirabito, 39-45 Main Street, Sidney, New York 13838.
3. President, Joseph P. Mirabito, 44 Grand Street Sidney, New York, 13838.
4. Vice-President, Dennis M. Mirabito, 66 South Broad Street, Norwich, New York, 13815.
5. Vice-President, Richard R. Mirabito, 66 South Broad Street, Norwich, New York, 13815.
6. Vice-President, William C. Mirabito, 55 South Main Street, Oneonta, New York 13820.
7. Vice-President, Ross J. Mirabito, 44 Grand Street, Sidney, New York 13838.
8. Vice-President, Vincent A. Mirabito, 44 Grand Street, Sidney, New York 13838.
9. Vice-President, Michael V. Mirabito, 44 Grand Street, Sidney, New York 13838.
10. Vice President, John T. Fitzsimmons, 4513 Old Vestal Road, P.O. Box 1160, Vestal, New York.
11. Vice-President, Arthur D. Weed, 44 Grand Street, Sidney, New York 13838.
12. Vice-President, Asst. Secretary, Asst. Treasurer, Thomas J. Mirabito, Jr., 44 Grand Street, Sidney, New York 13838.

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DIRECTORS OF GRANITE CAPITAL HOLDINGS, INC.

1. William C. Craine, 1 North Main Street, P.O. Box 717, Sherburne, New York, 13460.
2. John J. Mirabito, 39-45 Main Street, Sidney, New York 13838.
3. Joseph P. Mirabito, 44 Grand Street Sidney, New York, 13838.
4. Dennis M. Mirabito, 66 South Broad Street, Norwich, New York, 13815.
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12. Thomas J. Mirabito, Jr., 44 Grand Street, Sidney, New York 13838.

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State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of GRANITE CAPITAL HOLDINGS, INC. was filed on 03/28/1952, under the name of JAMES MIRABITO & SONS, INC., fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment JAMES MIRABITO & SONS, INC., changing its name to GRANITE CAPITAL HOLDINGS, INC., was filed 10/06/1998.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 22nd day of February
two thousand and two.*

Special Deputy Secretary of State

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