

CT CORPORATION

F02000001741

CORPORATION(S) NAME

Suburban Franchising, Inc.

02 APR -9

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
02 APR -9 PM 12:26
DIVISION OF CORPORATION

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

4/9/02

Order#: 5251371

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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

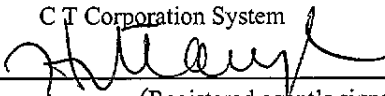
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. Suburban Franchising, 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. Nevada 3. 22-3774147
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 01/09/2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qual
(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. 240 Route 10 West, Whippany, NJ 07981-0206
(Principal office address)
- same
(Current mailing address)
8. See Attachment
(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: C T Corporation System
- Office Address: 1200 South Pine Island Road
- Plantation, Florida 33324
(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.

By: C T Corporation System

(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 business addresses of officers and/or directors:

A. DIRECTORS

SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Mark A. Alexander

Address: 240 Route 10 West

Whippany, NJ 07981-0206

Director: Michael J. Dunn, Jr.

Address: 240 Route 10 West

Whippany, NJ 07981-0206

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B. OFFICERS

SEE ATTACHMENT

President: _____

Address: _____

~~President:~~ Mark A. Alexander

Address: 240 Route 10 West

Whippany, NJ 07981-0206

Secretary: Janice G. Meola

Address: 240 Route 10 West Whippany, NJ 07981-0206

Treasurer: Robert M. Plante

Address: 240 Route 10 West Whippany, NJ 07981-0206

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Janice G. Meola
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Janice G. Meola / Secretary
(Typed or printed name and capacity of person signing application)

Attachment to Florida
Application By Foreign Corporation for Authorization to Transact Business In Florida

Purpose Clause

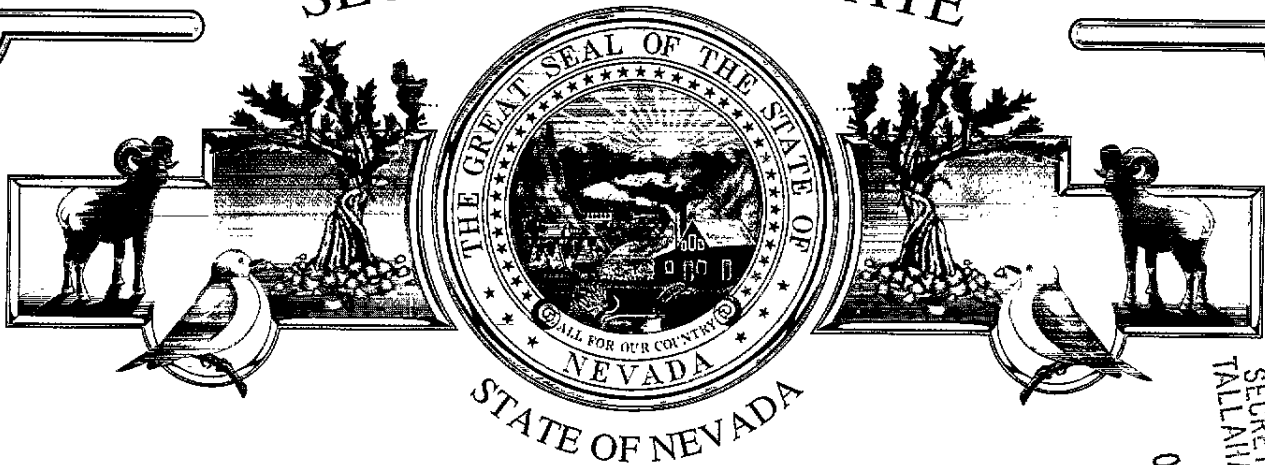
Franchising, namely, offering technical assistance in the establishment and/or operation of retail and wholesale distributorships and retail stores featuring propane gas as well as propane and natural gas powered appliances and equipment and the repair and maintenance of same.

Officers & Directors

- | | | |
|----|-------------------|---------------------------------------|
| 1. | Full Name: | Mark A. Alexander |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | President and Chief Executive Officer |
| | Director's Title: | Other Director |
| | Business Address: | 240 Route 10 West |
| | City: | Whippany |
| | State: | NJ |
| | ZIP Code: | 07981-0206 |
| 2. | Full Name: | Michael J. Dunn, Jr. |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Senior Vice President |
| | Director's Title: | Other Director |
| | Business Address: | 240 Route 10 West |
| | City: | Whippany |
| | State: | NJ |
| | ZIP Code: | 07981-0206 |
| 3. | Full Name: | Robert M. Plante |
| | Officer/Director: | Officer |
| | Officer's Title: | Vice President and Treasurer |
| | Business Address: | 240 Route 10 West |
| | City: | Whippany |
| | State: | NJ |
| | ZIP Code: | 07981-0206 |
| 4. | Full Name: | Janice G. Meola |
| | Officer/Director: | Officer |
| | Officer's Title: | Secretary |
| | Business Address: | 240 Route 10 West |
| | City: | Whippany |
| | State: | NJ |
| | ZIP Code: | 07981-0206 |
| 5. | Full Name: | David R. Eastin |
| | Officer/Director: | Director |
| | Director's Title: | Other Director |
| | Business Address: | 240 Route 10 West |
| | City: | Whippany |
| | State: | NJ |
| | ZIP Code: | 07981-0206 |

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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **SUBURBAN FRANCHISING, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since January 9, 2001, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on April 4, 2002.

Dean Heller

DEAN HELLER
Secretary of State

By

Laqueline Warr
Certification Clerk