

F02000003997

CT CORPORATION

CORPORATION(S) NAME

NICC Holdings, Inc.

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2002 AUG -6 PM 2:48
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

<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		

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

8/6/02

Order#: 5515554

Ref#: _____

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Amount: \$ *****70.00 *****70.00

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

J. BRYAN AUG 6 2002

**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. NICC 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. Delaware

(State or country under the law of which it is incorporated)

3. 46-0484630

(FEI number, if applicable)

4. May 28, 2002

(Date of incorporation)

5. Perpetual

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

6. Upon Filing.

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 383 Main Avenue, 4th Floor

Norwalk, Connecticut 06851

(Current mailing address)

8. Holding company for U.S. ice cream business.

(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

(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.

C T Corporation System

Charlotte Renee Cruz

(Registered agent's signature)

Charlotte Renee Cruz, Asst. Secretary

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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Peter D. Argentine

Address: 800 N. Brand Boulevard

Glendale, CA 91203

Director: _____

Address: _____

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

President: Peter E. Argentine

Address: 800 N. Brand Boulevard

Glendale, CA 91203

Vice President: Manfred R. Lehmann

Address: 800 N. Brand Boulevard

Glendale, CA 91203

Secretary: J. Douglas Wyatt

Address: 30003 Bainbridge Road

Solon, OH 44139

Treasurer: Manfred R. Lehmann

Address: 800 N. Brand Boulevard

Glendale, CA 91203

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. J. Douglas Wyatt, Secretary

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

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FLORIDA QUALIFICATION
ADDENDUM TO QUESTION 12B

NICC HOLDINGS, INC.

a Delaware Corporation

Date of Incorporation: May 28, 2002
Merritt View, 383 Main Avenue, 4th Floor
Norwalk, Connecticut 06851
FIN #46-0484630

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TALLAHASSEE, FLORIDA

OFFICERS

NAME/TITLE	SOCIAL SECURITY	HOME ADDRESS	BUSINESS ADDRESS
Peter D. Argentine President	209-34-3296	508 North Myrtle Avenue Monrovia, CA 91016	800 N. Brand Boulevard Glendale, CA 91203
Manfred R. Lehmann Vice President and Treasurer	569-06-7805	2450 Segovia LaVerne, CA 91750	800 N. Brand Boulevard Glendale, CA 91203
J. Douglas Wyatt Secretary	279-40-6618	2123 Edgeview Drive Hudson, OH 44236	30003 Bainbridge Road Solon, OH 44139
Kristin Adrian Assistant Secretary	551-02-9026	4153 Dover LaCanada Flintridge, CA 91011	800 N. Brand Boulevard Glendale, CA 91203
Yun Choi Au Assistant Secretary	115-60-6259	9729 Alcott Street Los Angeles, CA 90035	800 N. Brand Boulevard Glendale, CA 91203
Don W. Gosline Assistant Treasurer, Cash Management	557-35-0200	1637 Country Club Drive Glendale, CA 91208	800 N. Brand Boulevard Glendale, CA 91203
Alexander Spitzer Assistant Treasurer, Taxes	276-76-2078	182 Leets Island Road Guilford, CT 06437	MerrittView 383 Main Street Norwalk, CT 06851
Mark E. Siegal Assistant Treasurer, Taxes	070-40-6556	15 South Place Chappaque, NY 10514	MerrittView 383 Main Street Norwalk, CT 06851
E. Simon Jones Assistant Treasurer, Taxes	045-76-8045	6 Lake Place Danbury, CT 06810	MerrittView 383 Main Street Norwalk, CT 06851

DIRECTORS

NAME	SOCIAL SECURITY	HOME ADDRESS	BUSINESS ADDRESS
Peter D. Argentine	209-34-3296	508 North Myrtle Avenue Monrovia, CA 91016	800 N. Brand Boulevard Glendale, CA 91203

Delaware

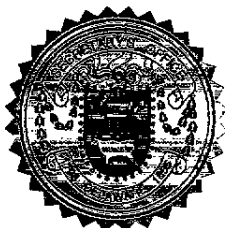
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NICC HOLDINGS, 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 THIRTY-FIRST DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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020486751

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1912263

DATE: 07-31-02