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(City/State/Zip/Phone #)

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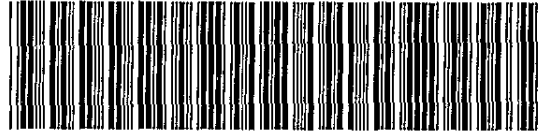
(Business Entity Name)

(Document Number)

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 109591 4354535

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : May 28, 2003

ORDER TIME : 9:38 AM

ORDER NO. : 109591-010

CUSTOMER NO: 4354535

CUSTOMER: Hans Polak, Esq
Carpenter Bennett & Morrissey
Three Gateway Center
100 Mulberry Street
Newark, NJ 07102

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FOREIGN FILINGS

NAME: CARCO HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

**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. CARCO 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.
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 10, 2003 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.)

7. 502 Beach Road South, Hobe Sound, Florida 33455
(Principal office address)

502 Beach Road South, Hobe Sound, Florida 33455
(Current mailing address)

any lawful activity for which corporations may be organized under the New York

8. Business Corporation Law and permitted by the Florida Business Corporation Act
(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

Elizabeth A. Homiczky
(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.

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: _____

B. OFFICERS

President: See attached officers/directors rider

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. _____

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

14. Michael J. Giordano, Senior Vice President and Secretary

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

FILED
CLERK OF COURT
JAN 12 2006
NEW JERSEY
JAN 12 2006

**RIDER
TO
APPLICATION BY FOREIGN CORPORATION TO TRANSACT
BUSINESS IN FLORIDA
BY
CARCO HOLDINGS, INC.
(a New York corporation)**

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

A. DIRECTORS

Chairman: Peter L. O'Neill
Address: 502 South Beach Road
Hobe Sound, Florida 33455

Director: Michael J. Slattery
Address: 17 Flowerfield Industrial Park
St. James, New York 11780

B. OFFICERS

Chief Executive Officer and Treasurer: Peter L. O'Neill
Address: 502 South Beach Road
Hobe Sound, Florida 33455

President and Chief Operating Officer: Michael J. Slattery
Address: 17 Flowerfield Industrial Park
St. James, New York 11780

Senior Vice President and Secretary: Michael J. Giordano
Address: 17 Flowerfield Industrial Park
St. James, New York 11780

Senior Vice President: Pamela A. Hoffman
Address: 17 Flowerfield Industrial Park
St. James, New York 11780

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**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of CARCO HOLDINGS, INC. was filed on 02/10/2003, with perpetual duration, 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.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 27th day of May
two thousand and three.*

A handwritten signature in black ink, appearing to read "R. A. D.", followed by a long horizontal stroke.

Secretary of State