

F04 0000001758

Florida Department of State  
Division of Corporations  
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Account Name : C T CORPORATION SYSTEM  
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SECRETARY OF STATE  
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## FOREIGN PROFIT QUALIFICATION

Trimark USA, Inc.

Certificate of Status	0
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DIVISION OF CORPORATIONS

Electronic Filing Manual

Corporate Filing

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VJB  
4-1-04

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. TriMark USA, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 05-0500881

(FEI number, if applicable)

4. 9/17/98

(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. 1209 Orange Street, Wilmington, DE 19801

(Principal office address)

505 Collins Street, South Attleboro, MA 02703

(Current mailing address)

8. Please see Exhibit A attached hereto.

(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.*

C T Corporation System

By: Connie Bryan

(Registered agent's signature)

CONNIE BRYAN  
SPECIAL ASSISTANT 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 business addresses of officers and/or directors:

AND  
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**A. DIRECTORS**

Chairman: Please see Exhibit B attached hereto.

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Please see Exhibit B attached hereto.

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

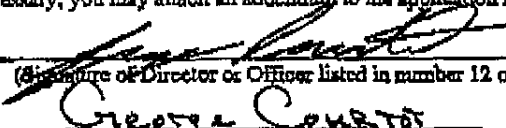
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. CRESTA CONSULT  
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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FILED  
AND

Exhibit A  
to TriMark USA, Inc.'s  
Application by Foreign Corporation for Authorization to Transact  
Business in Florida

Item 8

The purposes to be carried out in the State of Florida by TriMark USA, Inc.'s include: holding, owning and managing other entities and businesses, including current and future subsidiaries, which engage in the business of foodservice design, equipment and supplies, and any lawful purpose in furtherance of such purposes.

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Exhibit B  
to TriMark USA, Inc.'s  
Application by Foreign Corporation for Authorization to Transact  
Business in Florida

Item 12

All of the Officers and Directors are located at: 505 Collins Street, South Attleboro, MA 02703

Officers

1. Robert J. Halpern, President
2. Thomas L. Ferguson, Vice President and Treasurer
3. George Courtot, Vice President and CFO
4. Robert J. Simon, Secretary
5. Richard Rudolph, Assistant Secretary

Directors

1. Thomas L. Ferguson
2. Robert J. Simon
3. Richard Rudolph
4. Robert J. Halpern
5. Harry Gallins
6. Louis LeCalsey, III
7. Jack Leshner

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# Delaware

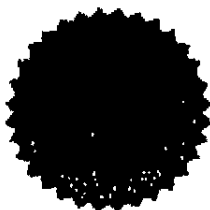
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRIMARK USA, 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 TWENTY-THIRD DAY OF MARCH, A.D. 2004.

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

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



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040212175

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3005405

DATE: 03-23-04