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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 628030 4323371

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 7, 2004

ORDER TIME : 10:39 AM

ORDER NO. : 628030-005

CUSTOMER NO: 4323371

CUSTOMER: John A. Maraia, Esq
Tomen America Inc.
1285 Avenue Of The Americas

New York, NY 10019

FOREIGN FILINGS

NAME: TOMEN AMERICA 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: Amanda Haddan -- EXT# 2955

EXAMINER: _____

APPROVED
AND
FILED
04 MAY 18 09 PM '04
SEC. HAYES
ALL AMESSE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. Tomen America 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. New York

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

3. _____

(FEI number, if applicable)

4. October 15, 1951

(Date of incorporation)

5. Perpetual

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

6. January 1998

(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. 1285 Avenue of the Americas, New York, NY 10019

(Principal office address)

1285 Avenue of the Americas, New York, NY 10019

(Current mailing address)

8. All lawful purposes

(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

Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper

Asst. V. Pres.

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:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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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: _____

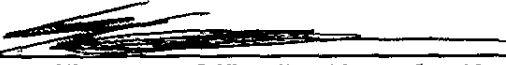
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Minoru Hirata, Vice President & Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

12. A.

DIRECTORS

Tatsushi Yano – Chairman

12. B.

OFFICERS

President

Tatsushi Yano

Vice Presidents

Kazuo Ohtake

Tetsuo Hosohara

Todd Inoue

Kota Tao

John L. Farley

Minoru Hirata

Akira Wada

John A. Maraia

Toshitaka Kobayashi

Secretary

John A. Maraia

Treasurer

Takahiro Shiozaki

c/o Tomen America Inc.
1285 Avenue of the Americas
New York, NY 10019

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

I hereby certify, that the Certificate of Incorporation of TOMEN AMERICA INC. was filed on 10/15/1951, under the name of TOYOMENKA, 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 TOYOMENKA, INC., changing its name to TOYOMENKA (AMERICA) INC., was filed 05/01/1972.

A Certificate of Amendment TOYOMENKA (AMERICA) INC., changing its name to TOMEN AMERICA INC., was filed 10/01/1990.

The Biennial Statement is past due.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 07th day of May
two thousand and four.

Secretary of State