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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: McCormick & Company, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Deirdre Hudlock
(Name of Person)
McCormick & Company, Inc.
(Firm/Company)
18 Loveton Circle
(Address)
Sparks MD 21152
(City/State and Zip code)

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For further information concerning this matter, please call:

Deirdre Hudlock at (410) 771-7381
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



McCORMICK & COMPANY, INC. 18 LOVETON CIRCLE, SPARKS, MD 21152-6000 USA / TEL (410) 771-7301 FAX (410) 771-7462

June 11, 2004

Florida Department of State
Attn: Diane Cushing
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Diane,

Attached please find the Certificate of Good Standing from the State of Maryland per your request. Please feel free to call me if you have any questions at 410-771-7381.

Sincerely,

Déidre Hudock
State and Local Tax Manager



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 5, 2004

DEIDRE HUDOCK
MCCORMICK & COMPANY, INC.
18 LOVETON CIRCLE
SPARKS, MD 21152

SUBJECT: MCCORMICK & COMPANY, INC.
Ref. Number: W04000009102

We have received your document for MCCORMICK & COMPANY, INC. and your check(s) totaling \$4670.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 504A00014958

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. McCormick + Company, 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. Maryland 3. 52-0408290

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

(FEI number, if applicable)

4. Nov 1915 5. Perpetual

(Date of incorporation)

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

6. January 1999

(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. 18 Loveton Circle Sparks MD 21152

(Principal office address)

18 Loveton Circle Sparks MD 21152

(Current mailing address)

8. Sale of spices + seasonings

(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: CF 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.

Bonnie A. Schuman - Asst Secy
CF Corporation System
(Registered agent's signature)
Bonnie A. Schuman, 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:

A. DIRECTORS

Chairman: Robert J. Lawless

Address: 18 Loveton Circle

Sparks, MD 21152

Director: Barry H Beracha

Address: 18 Loveton Circle

Sparks MD 21152

Director: James T Brady

Address: 18 Loveton Circle

Sparks MD 21152

Director: Robert G. Davey

Address: 18 Loveton Circle

Sparks MD 21152

B. OFFICERS

President: Robert J. Lawless

Address: 18 Loveton Circle

Sparks MD 21152

Vice President: Francis A CONTINO

Address: 18 Loveton Circle

Sparks MD 21152

Secretary: Robert W. Skelton


Address: 18 Loveton Circle, Sparks MD 21152

Treasurer: Paul C Beard

Address: 18 Loveton Circle Sparks MD 21152

SECRETARY OF STATE
TALL PINE
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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)
Robert W. Skelton, Sr. Vice President, Gen'l Csl. & Secretary

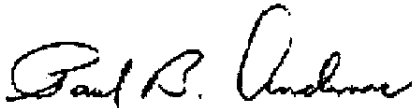
14. _____
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT MCCORMICK & COMPANY, INCORPORATED IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

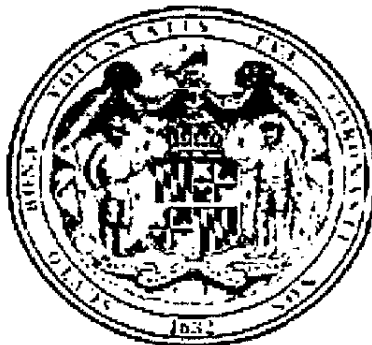
IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JUNE 10, 2004.



Paul B. Anderson
Charter Division

2004 JUN 24 P 2:21
SECRETARY OF THE
TALLAHASSEE COUNTY

FILED



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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