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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

TBC Parent Holding Corporation

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. TBC Corporation

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

TBC Parent Holding Corporation

(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. 20-1888610

(FEI number, if applicable)

4. November 16, 2004

(Date of incorporation)

5. Perpetual

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

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 7111 Fairway Drive, Palm Beach Gardens, FL 33418

(Principal office address)

7111 Fairway Drive, Palm Beach Gardens, FL 33418

(Current mailing address)

8. To engage in any and all lawful business in which corporations may engage in the state under whose laws the foreign corporation is
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) Incorporated9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

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.*

CT Corporation System

By: Carl Reed

(Registered agent's signature)

Carl Reed

(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:

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 SECRETARY OF STATE

A. DIRECTORSChairman: See Attached List

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: See Attached List

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

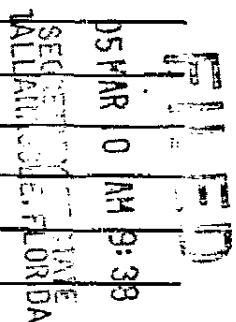
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Sharen Swartz Neuhardt

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

14. Sharen Swartz Neuhardt, Secretary

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



OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Lawrence C. Day	President and Chief Executive Officer	7111 Fairway Drive Palm Beach Gardens, FL 33418
Thomas W. Garvey	Executive Vice President and Chief Financial Officer	7111 Fairway Drive Palm Beach Gardens, FL 33418
J. Glen Gravatt	Executive Vice President Purchasing	4770 Hickory Hill Road Memphis, TN 38141
William M. Potts	Senior Vice President of Human Resources	7111 Fairway Drive Palm Beach Gardens, FL 33418
Erik Olsen	Senior Vice President and Chief Marketing Officer	7111 Fairway Drive Palm Beach Gardens, FL 33418
Timothy J. Miller	Vice President and Treasurer	7111 Fairway Drive Palm Beach Gardens, FL 33418
Kurt A. Greene	Vice President and Corporate Controller	7111 Fairway Drive Palm Beach Gardens, FL 33418
Andrew J. Robinson	Vice President Tax and Internal Audit and Assistant Secretary	7111 Fairway Drive Palm Beach Gardens, FL 33418
Andrew Dudash	Vice President Logistics	4770 Hickory Hill Road Memphis, TN 38141
Sharen Swartz Neuhardt	Secretary	2000 Courthouse Plaza, N.E. Dayton, Ohio 45402

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TBC CORPORATION
LIST OF OFFICERS AND DIRECTORS

DIRECTORS**NAME****ADDRESS**

Richard A. McStay	7111 Fairway Drive Palm Beach Gardens, FL 33418
Robert R. Schoeberl	7111 Fairway Drive Palm Beach Gardens, FL 33418
Donald Ratajczak	7111 Fairway Drive Palm Beach Gardens, FL 33418
Marvin E. Bruce	7111 Fairway Drive Palm Beach Gardens, FL 33418
Lawrence C. Day	7111 Fairway Drive Palm Beach Gardens, FL 33418
Michael E. Dunlap	7111 Fairway Drive Palm Beach Gardens, FL 33418
Charles A. Ledsinger, Jr.	7111 Fairway Drive Palm Beach Gardens, FL 33418
William J. McCarthy	7111 Fairway Drive Palm Beach Gardens, FL 33418
Raymond E. Schultz	7111 Fairway Drive Palm Beach Gardens, FL 33418

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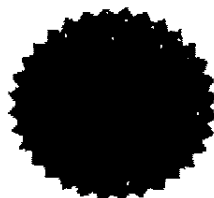
Delaware

PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TBC CORPORATION" 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-EIGHTH DAY OF JANUARY, A.D. 2005.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3882110 8300

AUTHENTICATION: 3647816

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DATE: 01-29-05