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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bingham • McHale^{LLP}

a t t o r n e y s a t l a w

C.W. Raines III
Attorney
Direct: 317.968.5510
craines@binghammchale.com

June 15, 2005

VIA UPS OVERNIGHT DELIVERY

(Tracking No.: 1Z 771 W41 01 9483 5408)

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Florida Registration – FT & MT Holding Corp. and Troiano Management Corp.

To Whom It May Concern:

Enclosed herein please find two (2) originals each of the Transmittal Letter and Application by Foreign Corporation for Authorization to Transact Business in Florida for the two (2) above-referenced New York corporations. In addition, I have enclosed Certificates of Good Standing for each corporation issued June 6, 2005, and a check made payable to the Florida Department of State in the amount of One Hundred Seventy-Five Dollars (\$175), which should cover the cost of the filing fee, a Certificate of Status and a certified copy of each application for each corporation. Finally, I have enclosed a self-addressed postage-prepaid envelope for return of the documents.

As always, if you have any questions or comments regarding this information please do not hesitate to contact me.

Very truly yours,



C.W. Raines III

Encls.

cc: Matthew T. Troyer (w/o encls.)
965583 (12504.58429)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FT & MT Holding Corp.

(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:

C.W. Raines III

(Name of Person)

Bingham McHale LLP

(Firm/Company)

2700 Market Tower, 10 West Market Street

(Address)

Indianapolis, Indiana 46204

(City/State and Zip code)

For further information concerning this matter, please call:

C.W. Raines III

(Name of Person)

at 317-635-8900

(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

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SECRETARY OF STATE
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. FT & MT Holding Corp.

(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. 20-2964118

(FEI number, if applicable)

4. May 7, 2004

(Date of incorporation)

5. Perpetual

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

6. N/A

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

7. 80 Mahan Street; West Babylon, New York 11704

(Principal office address)

80 Mahan Street; West Babylon, New York 11704

(Current mailing address)

8. To engage in any lawful activity permitted under New York Corp. Law

(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

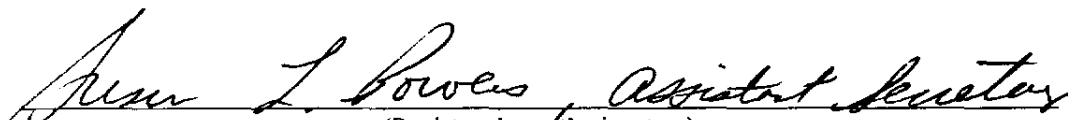
, Florida 32301

(Zip code)

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TALLAHASSEE, FLORIDA

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.


(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: Frank P. Troiano

Address: 290 Breakwater Drive

Fishers, Indiana 46038

Vice Chairman: _____

Address: _____

Director: Mark J. Troiano

Address: 11 Seacrest Drive

Huntington, New York 11743

Director: _____

Address: _____

B. OFFICERS

President: Frank P. Troiano

Address: 290 Breakwater Drive

Fishers, Indiana 46038

Vice President: _____

Address: _____

Secretary: Mark J. Troiano

Address: 11 Seacrest Drive; Huntington, New York 11743

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. Frank P. Troiano, President and Chairman of the Board

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

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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 FT & MT HOLDING CORP. was filed on 05/07/2004, 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 an existing corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 06th day of June
two thousand and five.*



Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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