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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FOREIGN PROFIT/NONPROFIT CORPORATION

NICOFREE INC.

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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. NICOFREE 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 3. 22-2231363
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. JANUARY 4, 2005 5. PERPETUAL
(Date of incorporation) (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. 6017 PINE RIDGE ROAD - SUITE 98, NAPLES, FL 34119-3956
(Principal office address)
6017 PINE RIDGE ROAD - SUITE 98, NAPLES, FL 34119-3956
(Current mailing address)
8. Distributor of nicotine-free snuff
(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, 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
By: Deborah D. Skipper Deborah D. Skipper
(Registered agent's signature) 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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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: ANNELI HELLSTROM

Address: Sateribaeken 20, 18592 Vaxholm, Sweden

Director: RICHARD SANDBERG

Address: SATERIBACKEN, 20, 18592 VAXHOLM, SWEDEN

B. OFFICERS

President: RICHARD SANDBERG

Address: SATERIBACKEN, 20, 18592 VAXHOLM, SWEDEN

Vice President: _____

Address: _____

Secretary: MICHAEL L. MARTELL

Address: MORRISON COHEN LLP, 909 THIRD AVENUE, NEW YORK, NY 10022

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. MICHAEL L. MARTELL, SECRETARY

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

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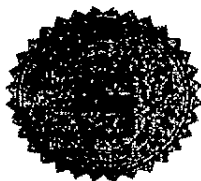
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NICOFREE 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 TENTH DAY OF FEBRUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NICOFREE INC." WAS INCORPORATED ON THE FOURTH DAY OF JANUARY, A.D. 2005.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4516718

DATE: 02-10-06

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