

F07000004834

Division of Corporations

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

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 678-5926

FOREIGN PROFIT/NONPROFIT CORPORATION

Freeze Group Holding Corp.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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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. Freeze Group Holding Corp.

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

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 26-0343232
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 13, 2007 5. Perpetual
(Date of incorporation) (Duration: Your corp. will cease to exist or "perpetual")

6. Not applicable.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1855 Boston Rd., Wilbraham, MA 01095
(Principal office address)
1855 Boston Rd., Wilbraham, MA 01095
(Current mailing address)

8. Holding Company
(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: CT Corporation System
Office Address: 1200 S. Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

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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: [Signature] STEVEN P. ZIEGLER
(SPECIAL ASSISTANT SECRETARY)
(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: Please see Exhibit A attached hereto

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see Exhibit A attached hereto

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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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)

14. Mark Hajduch, Vice President
(Typed or printed name and capacity of person signing application)

EXHIBIT A

DIRECTORS AND OFFICERS OF
FREEZE GROUP HOLDING CORP.

DIRECTORS:

George M. Condos	1855 Boston Road Wilbraham, Massachusetts 01095
T. Scott King	5200 Town Center Circle, Suite 600 Boca Raton, Florida 33486
Michael P. Donahoe	5200 Town Center Circle, Suite 600 Boca Raton, Florida 33486

OFFICERS:

TITLE	NAME	ADDRESS
President, CEO & Director	George M. Condos	1855 Boston Road Wilbraham, Massachusetts 01095
Executive Vice President - Administration and Chief Financial Officer	Paul V. Hoagland	1855 Boston Road Wilbraham, Massachusetts 01095
Vice President and Secretary	Robert K. Sawyer, Jr.	1855 Boston Road Wilbraham, Massachusetts 01095
Vice President - Finance and Asst. Secretary	Steven C. Sanchioni	1855 Boston Road Wilbraham, Massachusetts 01095
Vice President	James D. Sullivan	1855 Boston Road Wilbraham, Massachusetts 01095
Vice President	Garrett J. Ulrich	1855 Boston Road Wilbraham, Massachusetts 01095
Treasurer	T. Todd Schwendemann	1855 Boston Road Wilbraham, Massachusetts 01095
Vice President & Director:	T. Scott King	5200 Town Center Circle, Suite 600 Boca Raton, Florida 33486
Vice President, Asst. Secretary & Director:	Michael P. Donahoe	5200 Town Center Circle, Suite 600 Boca Raton, Florida 33486
Vice President & Asst. Secretary:	Michael J. McConvery	5200 Town Center Circle, Suite 600 Boca Raton, Florida 33486
Vice President & Asst. Secretary:	Mark Hajdich	5200 Town Center Circle, Suite 600 Boca Raton, Florida 33486
Vice President & Asst. Secretary	Melissa Klafter	5200 Town Center Circle, Suite 600 Boca Raton, Florida 33486
Vice President	Gary M. Talarico	375 Park Avenue New York, New York 10152
Vice President & Asst. Secretary	Michael B. Fieldstone	375 Park Avenue New York, New York 10152

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Delaware

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The First State

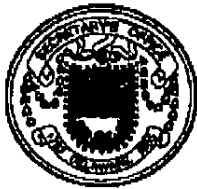
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FREEZE GROUP HOLDING CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2007.

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: 6029765

DATE: 09-26-07