

F 95000003588

700 PAVILION CENTER
POST OFFICE BOX 820
VIRGINIA BEACH, VIRGINIA 23461

KAUFMAN & CANOLES
A PROFESSIONAL CORPORATION
ATTORNEYS AND COUNSELORS AT LAW
ONE COMMERCIAL PLACE
POST OFFICE BOX 3037
NORFOLK, VIRGINIA 23514
(804) 624-0000
FAX (804) 624-3100

11817 DANON BOULEVARD
SUITE 408
NEWPORT NEWS, VIRGINIA 23606

DIRECT DIAL NUMBER
(804) 624-3208

July 18, 1995

FEDERAL EXPRESS

000001542450
-07720795--01066--007
*****70.00 *****70.00

Secretary of State
ATTN: Corporation Division
409 E. Gaines Street
Tallahassee, FL 32399

Standard Forms, Inc.
Our Matter No. 383

W95-14704

Dear Sir/Madam:

Enclosed for filing is an Application by Foreign Corporation for Authorization to Transact Business in Florida, along with a good standing certificate and a check in the amount of \$70.00 to cover the filing fee.

Please call me if you have any questions regarding this matter.

Very truly yours,

Charlotte S. Rawls

Charlotte S. Rawls
Legal Assistant to
Gus J. James, II

95 JUL 25 AM 11:40
SECRETARY OF STATE
DIVISION OF CORPORATIONS

csr
Enclosures

W95-14704
7/25



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 20, 1995

CHARLOTTE S. RAWLS
KAUFMAN & CANOLES
PO BOX 3037
NORFOLK, VA 23514

SUBJECT: STANDARD FORMS, INC.
Ref. Number: W95000014704

We have received your document for STANDARD FORMS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

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 (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 595A00034822

KAUFMAN & CANOLES

A PROFESSIONAL CORPORATION

ATTORNEYS AND COUNSELORS AT LAW

700 PAVILION CENTER
POST OFFICE BOX 626
VIRGINIA BEACH, VIRGINIA 23461

ONE COMMERCIAL PLACE
POST OFFICE BOX 3037
NORFOLK, VIRGINIA 23514
(804) 624-3000
FAX (804) 624-3100

11817 CANON BOULEVARD
SUITE 408
NEWPORT NEWS, VIRGINIA 23608

DIRECT DIAL NUMBER
(804) 624-3208

July 24, 1995

FEDERAL EXPRESS

Mr. Lee Rivers
Secretary of State
ATTN: Corporation Division
409 E. Gaines Street
Tallahassee, FL 32399

**Standard Forms, Inc.
Our Matter No. 383**

Dear Mr. Rivers:

Enclosed for filing is an Application by Foreign Corporation for
Authorization to Transact Business in Florida, which has been corrected.

Please call me if you have any questions regarding this matter.

Very truly yours,

Charlotte S. Rawls

Charlotte S. Rawls
Legal Assistant to
Gus J. James, II

csr
Enclosures

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Standard Forms, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York

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

3. 13-2671270

(FBI number, if applicable)

4. December 22, 1970

(Date of Incorporation)

5. perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. P. O. Box 12635

Norfolk, VA 23502

(Current mailing address)

8. Purchase, sale and manufacture of business forms, equipment, paper and stationery,

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of including computer and data processing software, handling equipment and magnetic tapes.

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.


(Registered agent's signature) (Officer)

Kevin J. Gallagher, Asst. Vice President

(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A DIRECTORS

Chairman: Thomas B. D'Agostino, Jr.

Address: 276 Park Avenue South
New York, New York 10001

Vice Chairman: N/A

Address: _____

Director: Thomas B. D'Agostino, Jr.

Address: 276 Park Avenue South
New York, New York 10001

Director: N/A

Address: _____

B. OFFICERS

President: Thomas F. Cunningham, Jr.

Address: 3701 E. Virginia Beach Blvd.
Norfolk, VA 23502

Vice President: Frederick L. Katz

Address: 3967 Deep Rock Road
Richmond, VA 23233

Secretary: Jeffrey S. Sockol

Address: 99 Guion Street
Springfield, MA 01102-0199

Treasurer/Asst. Sec. - Michael Feldman

Address: 3701 E. Virginia Beach Boulevard

Norfolk, VA 23502

SEE ATTACHED FOR ADDITIONAL OFFICERS

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

Standard Forms, Inc.

13. By:

Thomas F. Cunningham, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas F. Cunningham, Jr., President

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

ADDITIONAL OFFICERS:

Lynn Sutor
Vice President
3701 E. Virginia Beach Blvd.
Norfolk, Virginia, Virginia 23502

Richard Wesley
Vice President
3701 E. Virginia Beach Blvd.
Norfolk, Virginia, Virginia

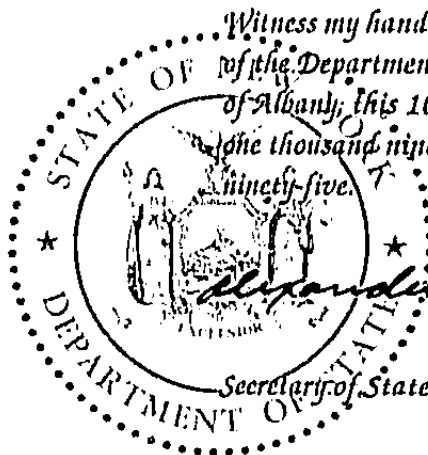
Diane Clemente
Vice President
3701 E. Virginia Beach Blvd.
Norfolk, Virginia, Virginia 23502

State of New York
Department of State

SS:

I hereby certify, that the certificate of incorporation of STANDARD FORMS, INC. was filed on 12/22/1970, under the name of FORMS AND PERIPHERALS INC., with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment FORMS AND PERIPHERALS INC., changing name to STANDARD FORMS, INC., was filed 07/19/1988.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 10th day of July
one thousand nine hundred and
ninety-five.

Elizabeth F. Treachwell
Secretary of State

199507110234

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 25 1988

F95000003588

KAUFMAN & CANOLES

A PROFESSIONAL CORPORATION

ATTORNEYS AND COUNSELORS AT LAW

700 PAVILION CENTER
POST OFFICE BOX 628
VIRGINIA BEACH, VIRGINIA 23461

ONE COMMERCIAL PLACE
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11817 CANON BOULEVARD
SUITE 408
NEWPORT NEWS, VIRGINIA 23608

DIRECT DIAL NUMBER
(757) 624-3288

E-MAIL: carawla@kaufcan.com

November 27, 1996

Secretary of State
Corporations Division
P. O. Box 6327
Tallahassee, FL 32314

SFI Corp.
(formerly Standard Forms, Inc.)
Our Matter No. 47179

600002020896--5
-12/05/96--01060--013
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed for filing is an Application for Amended Certificate of Authority along with a Certificate re: name change and a check in the amount of \$35.00 to cover the filing fee. Please send confirmation of this filing to me in the self-addressed, postage-paid envelope.

Please contact me if you have any questions regarding this matter.

Very truly yours,

Charlotte S. Rawls

Charlotte S. Rawls
Legal Assistant to
Gus J. James, II

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 27 PM 3:43

FILED

CSR
Enclosures

1/8
John
Name Change



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

December 13, 1996

KAUFMAN & CANOLES
ATTN: CHARLOTTE S. RAWLS
ONE COMMERCIAL PLACE, P.O. BOX 3037
NORFOLK, VA 23514

SUBJECT: STANDARD FORMS, INC.
Ref. Number: F95000003588

We have received your document for STANDARD FORMS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 296A00055813

consent & ~~see~~ officers' Cert. is
attached.

thank you.

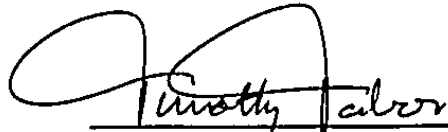
Charlotte Rawls

757-624-3298

OFFICER'S CERTIFICATE

I, Timothy Tabor, do hereby certify that I am the Executive Vice President of SFI Corp. (formerly Standard Forms, Inc.), a New York corporation, and that the attached is a true copy of the resolutions which were adopted by Unanimous Consent of the Board of Directors of said corporation dated December 17, 1996, and that said resolutions are in full force and effect on the date hereof.

GIVEN under my hand and seal of said corporation this 20th day of
December, 1996.



Timothy Tabor
Executive Vice President

UNANIMOUS CONSENT IN LIEU OF MEETING
OF THE DIRECTORS OF
SFI CORP.

Pursuant to Section 708 of the New York Business Corporation Law, the undersigned, being the Directors of SFI Corp., a New York corporation (the "Corporation"), do hereby authorize, approve and consent to the adoption of the following resolutions and the actions contemplated therein, without meeting:

WHEREAS, the name SFI Corp. is not available for use in Florida;

NOW, THEREFORE, BE IT RESOLVED that the Corporation adopt the name "SFI Corp. of New York" for use in Florida; and the proper officers of the Corporation be, and hereby are, authorized and directed to execute any and all documents which are necessary in order to use said fictitious name in Florida.

This Consent may be executed in original or by telecopy, in two or more counterparts which taken together, shall constitute one original Consent.

Effective Date: December 17, 1996

DIRECTORS:


Thomas B. D'Agostino


Timothy L. Tabor

DATE:

December 20, 1996

December 20, 1996

FILED
96 DEC 27 PM 3:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA

FILED
96 DEC 27 PM 3:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECTION I (1-3 must be completed)

1. Standard Forms, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: New York
3. Date authorized to do business in Florida: July 25, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

October 28, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

SFI Corp.

6. If the amendment changes the period of duration, indicate new period of duration

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

N/A

SFI Corp.
(formerly ~~Standard Forms, Inc.~~)

By: _____

Signature
Name and Title

Michael Feldman, Vice President/Secretary/
Treasurer

November 19, 1996

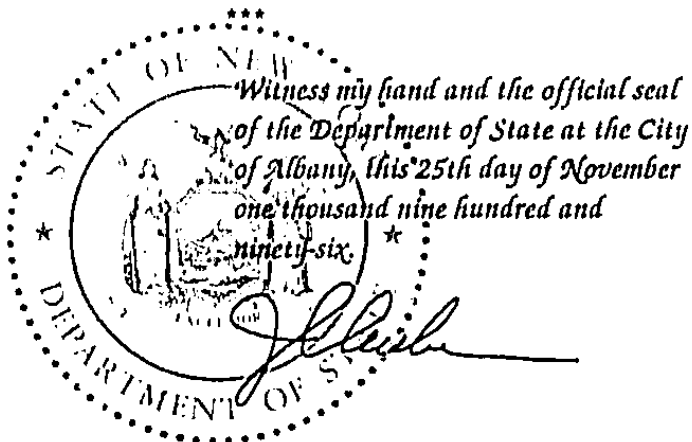
Date

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of SFI CORP. was filed on 12/22/1970, under the name of FORMS AND PERIPHERALS INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in 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 a subsisting corporation.

A Certificate of Amendment FORMS AND PERIPHERALS INC., changing name to STANDARD FORMS, INC., was filed 07/19/1988.

A Certificate of Amendment STANDARD FORMS, INC., changing name to SFI CORP. , was filed 10/28/1996.



Special Deputy Secretary of State

199611260060 61