

1206 HAYS STREET
FALLAHASSEE, FL 32301
(904) 222-9471

800-111-1111



ACCOUNT NO. : 072100000032

REFERENCE : 781047 4656C

AUTHORIZATION *Patricia Pijnt*
COST LIMIT : \$ 78.75

ORDER DATE : December 22, 1995

ORDER TIME : 10:12 AM

ORDER NO. : 781047

200001673582

CUSTOMER NO: 4656C

W95-25123

CUSTOMER: Ms. Barbara Springthorpe
Greenberg Traurig Hoffman
Suite 310 East
777 S. Flagler Drive
West Palm Beach, FL 33401

8
12-29

FOREIGN FILINGS

NAME: MANHATTCO PRODUCTS INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

RECEIVED
95 DEC 28 PM 4:13
DIVISION OF CORPORATIONS
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 28 PM 4:28



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

December 29, 1996

CSC

SUBJECT: MANHATTCO PRODUCTS INC.
Ref. Number: W95000025123

*submitting; Please give
Original Date (12/28)
Thanks,
Canner*

We have received your document(s) in this office, however, the document is being returned for the following:

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The entity's date of incorporation/organization must be listed in the document.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A brief description of the entity's nature of business must be included in the document.

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

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) 487-6094.

RECEIVED
95 DEC 29 PM 14
DIVISION

**Doug Dickinson
Document Specialist**

Letter Number: 995A00055665

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. MANHATT CO PRODUCTS 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. DELAWARE
(State or country under the law of which it is incorporated)

3. Applied For
(FEI number, if applicable)

4. 01-09-87
(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 817.155, F.S.)

7. 1305 POINSETTIA
DELRAY BEACH, FLORIDA 33446
(Current mailing address)

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

TALLAHASSEE, Florida, 32301
(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.

Laura R. Dunlap

(Registered agent's signature)

LAURA R. DUNLAP, AS AGENT

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 28 PM 4:28

12. Names and addresses of officers and/or directors: (no P.O. Boxes)

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: MARVIN ROHR

Address: 7800 VAUBAN

MTL. QUE.

Director: STANLEY HYMAN

Address: 7800 VAUBAN

MTL. QUE.

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: MARVIN ROHR

Address: 7800 VAUBAN

MTL. QUE.

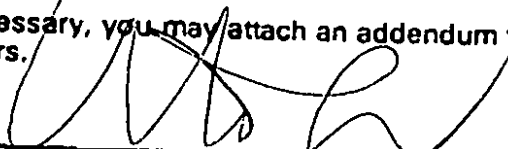
Treasurer: _____

Address: _____

Purpose: Distribution Warehouse.

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

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

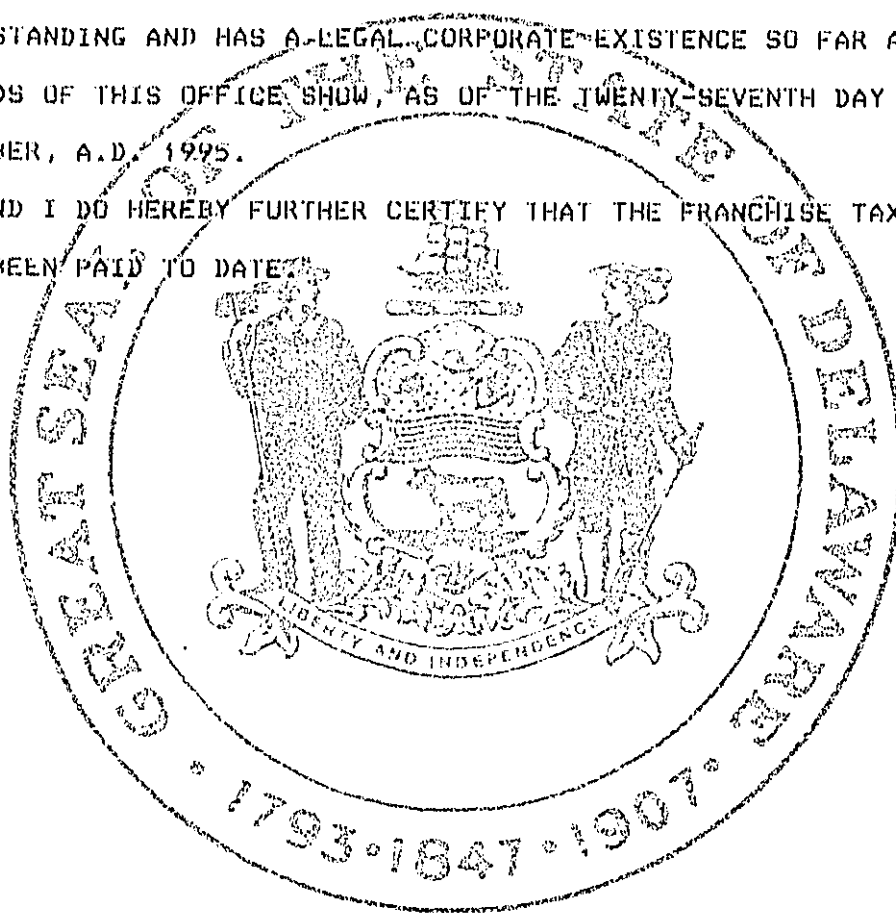
14.

MARVIN ROHR, Secy + Treas.
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY 'MANHATTCO PRODUCTS 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 TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 28 PM 4:28



Edward J. Freel

Edward J. Freel, Secretary of State

2114498 8300

950308538

AUTHENTICATION: 7768376

DATE: 12-27-95