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Commonwealth Palm Coast Cigarettes

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☒ Profit	☐ Amusement	☐ Mark
☐ Non Profit	☐ Dissolution/Withdrawal	☐ Mark
☐ Limited Liability Company	☐ Annual Report	☐ Other
☒ Foreign	☐ Reservation	☐ Change of N.A.
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CH2E031 (1.09)

**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. Commonwealth Palm Coast Corporation

(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. Pennsylvania

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

3. 93-4566556

(FEI number, if applicable)

4. February 22, 1996

(Date of incorporation)

5. Perpetual

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

6. March 1, 1996

(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.150, F.S.))

7. c/o CT Corporation System, 1200 South Pine Island Road

Plantation, Florida 33324

(Current mailing address)

8. Acquiring, holding title to and collecting income from real property.

(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: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation , Florida, 33324
(Zip Code)

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DIVISION OF CORPORATIONS
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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 obligations of my position as registered agent.

C T CORPORATION SYSTEM

Charles B. [Signature]
(Registered agent's signature) (Officer)

Charles B. [Signature]
(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: See Schedule A attached hereto and made a part hereof.

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Betty J. Kenyon
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Betty J. Kenyon, Secretary
(Typed or printed name and capacity of person signing application)

Schedule A

COMMONWEALTH PALM COAST CORPORATION

A. DIRECTORS:

1. Director: Peter M. Gilbert
Address: 30 North Third Street-Fifth Floor
Harrisburg, PA 17101
2. Director: David J. Kalman
Address: 30 North Third Street-Fifth Floor
Harrisburg, PA 17101
3. Director: Joseph A. Braccia
Address: 30 North Third Street-Fifth Floor
Harrisburg, PA 17101

B. OFFICERS:

1. President: Theodore M. Leary, Jr.
Address: 11777 San Vicente Boulevard
Suite 900
Los Angeles, CA 90049
2. CFO and Vice President: Peter A. Del Franco
Address: 11777 San Vicente Boulevard
Suite 900
Los Angeles, CA 90049
3. Vice President: Sharyl A. Gabriel
Address: 11777 San Vicente Boulevard
Suite 900
Los Angeles, CA 90049
4. Vice President: Peter R. O'Keeffe
Address: 11777 San Vicente Boulevard
Suite 900
Los Angeles, CA 90049

5. Vice President
Address: Earl D. Hewlette, Jr.
11777 San Vicente Boulevard
Suite 900
Los Angeles, CA 90049
6. Vice President
Address: Kerri A. O'Neill
11777 San Vicente Boulevard
Suite 900
Los Angeles, CA 90049
7. Vice President
Address: Ronald E. Silva
11777 San Vicente Boulevard
Suite 900
Los Angeles, CA 90049
8. Secretary
Address: Betty J. Kenyon
11777 San Vicente Boulevard
Suite 900
Los Angeles, CA 90049
9. Assistant Secretary
Address: Salve A. Pennya
11777 San Vicente Boulevard
Suite 900
Los Angeles, CA 90049



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

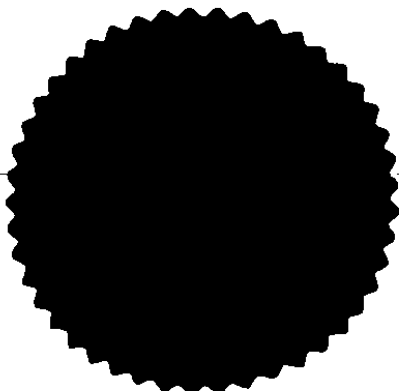
FEBRUARY 28, 1996

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

COMMONWEALTH PALM COAST CORPORATION

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written

Secretary of the Commonwealth

DPOS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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