

F96000001593  
File 209



ACCOUNT NO. : 072100000032

REFERENCE : 898037 7105845

AUTHORIZATION : Patricia Pizik

COST LIMIT : \$ 70.00

ORDER DATE : March 27, 1996

ORDER TIME : 10:08 AM

ORDER NO. : 898037

700001761537

CUSTOMER NO: 7105845

CUSTOMER: Ms. Catherine A. Tsoukalas  
Lids Incorporated  
60 Glacier Drive

Westwood, MA 02090

FOREIGN FILINGS

NAME: HALPERN, DENNY & CO., INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DEBBIE SKIPPER

RECEIVED  
95 MAR 28 AM 11:38  
DIVISION OF CORPORATION

FILED  
96 MAR 28 PM 2:41  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

mtm

**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. Halpern, Denny & Co., 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. Massachusetts  
(State or country under the law of which it is incorporated)

3. 04-3244742  
(FBI number, if applicable)

4. August 25, 1994  
(Date of Incorporation)

5. December 31, 2028  
(Duration: Year corp. will cease to exist or "perpetual")

6. February 10, 1996  
(Date first transacted business in Florida (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 500 Boylston Street, Suite 1880  
Boston, MA 02116-3740  
(Current mailing address)

8. To be General Partner to the new Limited Partnership "HD Lids Limited Partnership"  
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Nays Street, Suite 105

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.*

*The Prentice-Hall Corporation System, Inc.*

By: [Signature] Asst VP  
(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.

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JUN 28 PM 2:41

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: John D. Halpern

Address: 321 Heath Street

Chestnut Hill, MA 02167

Director: George P. Denny III

Address: 226 Dudley Street

Brookline, MA 02146

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: John D. Halpern

Address: Same as above

Vice President: George P. Denny III

Address: Same as above

Secretary: David P. Malm


Address: 73 Pinckney Street #5

Boston, MA 02114

Treasurer: George P. Denny III

Address: Same as above

**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. David P. Malm, Director, Vice President  
(Typed or printed name and capacity of person signing application)

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William Francis Galvin  
Secretary of the  
Commonwealth

# *The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02188*

March 25, 1996

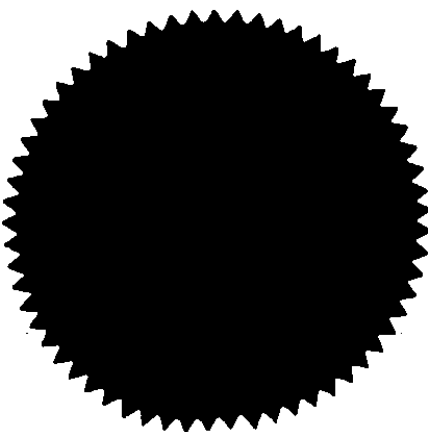
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

**Halpern, Denny & Company, Inc.**

is a domestic corporation organized on **August 25, 1994**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,  
I have hereunto affixed the  
**Great Seal of the Commonwealth**  
on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

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\* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

\*\* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

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