

EG 6000001708



1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-224-0100  
904-224-0101 FAX

800-142-8086

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-04/05/96--01031--014  
\*\*\*1200.00 \*\*\*1200.00

ACCOUNT NO. : 072100000032

REFERENCE : 892305 4304937

AUTHORIZATION :

*Patricia Pizutto*

COST LIMIT : \$ 70.00

ORDER DATE : March 22, 1996

*w96-6380*

ORDER TIME : 10:48 AM

800001756018

ORDER NO. : 892305

CUSTOMER NO: 4304937

CUSTOMER: Anne T. Leland, Legal Asst  
Mintz, Levin, Cohn, Ferris,  
One Financial Center

Boston, MA 02111

FOREIGN FILINGS

NAME: FWF, 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: Jennifer Moran

*W96/4*  
FILED  
SECRETARY OF STATE  
RECEIVED  
96 APR -1 PM 11:26  
DIVISION OF CORPORATIONS  
MAR 25 PM 12:11

*pg 384*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED

96 APR -1- PM 1:13  
DIVISION OF CORPORATION

March 25, 1996

CSC NETWORKS

SUBJECT: FWF, INC.  
Ref. Number: W96000006380

*Resubmit*

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

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.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1200.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

**Freta Lott  
Corporate Specialist Supervisor**

**Letter Number: 996A00013544**

FWF, INC.

CLERK'S CERTIFICATE

I, Miriam Yorks, Clerk of FWF, Inc. a corporation duly organized under the laws of the Commonwealth of Massachusetts, (the "Corporation") does hereby certify that the following is a true and correct copy of a votes of the Sole Director of said corporation, adopted by consent as of March 12, 1996.

VOTED: That inasmuch as this Corporation desires to transact business in the State of Florida, and inasmuch as the Sole Director has been advised that the name of this Corporation is not available for corporate use in the State of Florida, this Corporation adopts the fictitious name *FW International, Inc.* for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act, and Section 865.09, Florida Statutes.

VOTED: That the officers of the Corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed and filed so that this Corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this Corporation to use the said fictitious name in the transaction of business in the State of Florida.

  
\_\_\_\_\_  
Miriam Yorks, Clerk

T3/613289.1

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR -4 PM 1:26

**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. FWF, Inc. d/b/a FW INTERNATIONAL, 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. 042212892  
(FEI number, if applicable)
4. 5/21/56  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. November 1, 1995  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 4001 North Ocean Boulevard, Boca Raton, Florida 33431  
(Current mailing address)
8. Buying and selling fish  
(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: Gerald A. Abrams  
Office Address: 4001 North Ocean Boulevard  
Boca Raton, Florida, 33431  
(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.*

By: 

(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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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: Gerald A. Abrams

Address: 4001 North Ocean Boulevard

Boca Raton, Florida 33431

Director: \_\_\_\_\_

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

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

President: Gerald A. Abrams

Address: 4001 North Ocean Boulevard

Boca Raton, Florida 33431

Vice President: \_\_\_\_\_

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

Clerk  
Secretary: Miriam Yorks

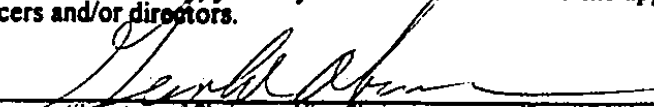
Address: 7 Magnolia Street

Framingham, MA .

Treasurer: Gerald A. Abrams

Address: 4001 North Ocean Boulevard, Boca Raton, Florida 33431

**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. Gerald A. Abrams  
(Typed or printed name and capacity of person signing application)



William Francis Galvin  
Secretary of the  
Commonwealth

# *The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02188*

March 12, 1996

TO WHOM IT MAY CONCERN:

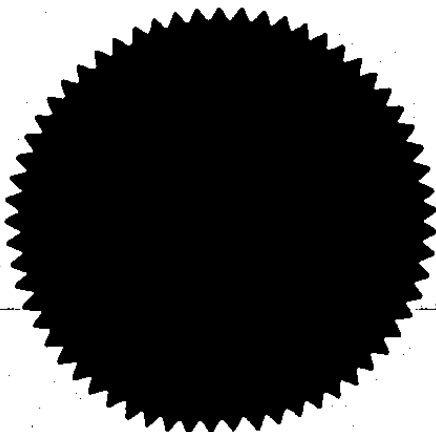
I hereby certify that according to the records of this office

**FWF, Inc.**

is a domestic corporation organized on **May 21, 1956**, 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.

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DIVISION OF CORPORATIONS  
96 APR -4 PM 1:26



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

DEG

\* 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.