

F9600005506

1201 HAYS STREET
TAMPAHALL, FL 32107-2607
904-211-0171
904-211-0393 FAX

1-800-347-8800

CSC networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 129598 4301184

AUTHORIZATION : *Patricia Hynes*

COST LIMIT : \$ 70.00

ORDER DATE : October 23, 1996

ORDER TIME : 10:20 AM

ORDER NO. : 129598-005

CUSTOMER NO: 4301184

CUSTOMER: Mr. Richard M. Rusier
Kane Kessler, P.c.
1350 Avenue Of The Americas
26th Floor
New York, NY 10019

400001983994--9

FOREIGN FILINGS

NAME: ARMOR HOLDINGS PROPERTIES,
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: Michael E. Klunk

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 23 PM 12:29

mtm

10/23

RECEIVED
96 OCT 23 AM 11:28
DIVISION OF CORPORATION

**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. Armor Holdings Properties, 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. Pending

(FEI number, if applicable)

4. October 22, 1996

(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. 191 Nassau Place Road

Yulee, Florida 32097

(Current mailing address)

To engage in any act or activity permitted by the laws of the State of Delaware for which corporations may be organized under the Business Corporation Act of the State

8. of Florida, provided that the corporation is not to engage in any act or activity

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays 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.

Corporation Service Company

By: Karen B. Rozar

(Registered agent's signature)

Karen B. Rozar, 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.

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DIVISION OF CORPORATIONS
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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: Warren B. Kanders

Address: 191 Nassau Place Road, Yulee, Florida 32097

Vice Chairman: N/A

Address: _____

Director: Jonathan M. Spiller

Address: 191 Nassau Place Road, Yulee, Florida 32097

Director: N/A

Address: _____

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

President: and Chief Executive Officer: Jonathan M. Spiller

Address: 191 Nassau Place Road

Yulee, Florida 32097

Vice President: - Finance and Secretary: Carol T. Burke

Address: 191 Nassau Place Road

Yulee, Florida 32097

~~Secretary~~ Vice President: Robert R. Schiller

Address: 191 Nassau Place Road

Yulee, Florida 32097

Treasurer: N/A

Address: _____

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. Robert R. Schiller, Vice President

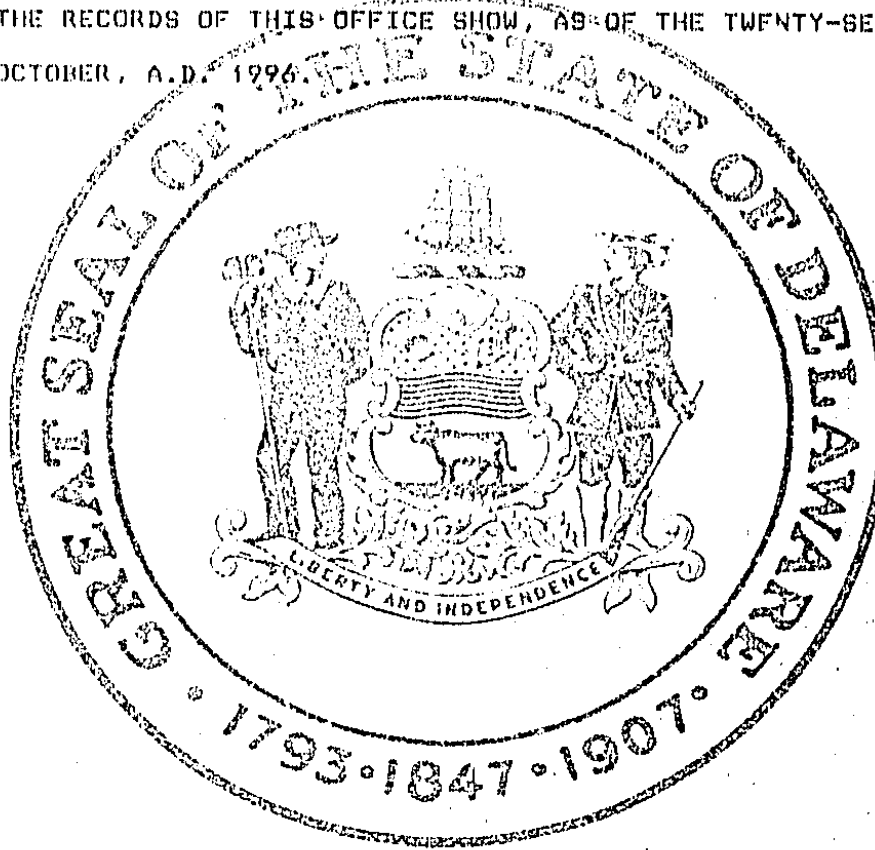
(Typed or printed name and capacity of person signing application)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARMOR HOLDINGS PROPERTIES, 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-SECOND DAY OF OCTOBER, A.D. 1996.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 23 PM 12:30

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960306456



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State B156459

AUTHENTICATION:

10-22-96

DATE:

F96000005506

ARMOR HOLDINGS PROPERTIES, INC.
13386 International Parkway
Jacksonville, Florida 32218

July 10, 1997

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

Gentlemen:

This letter is notification to the Florida Department of State that Armor Holdings Properties, Inc. has recently moved its corporate office from Yulee, Florida to Jacksonville, Florida. The old address in Yulee was:

191 Nassau Place Road
Yulee, Florida 32097

The new address in Jacksonville is:

13386 International Parkway
Jacksonville, Florida 32218

If you have any questions, please contact me.

Sincerely,

Carol Burke

Carol T. Burke
Vice President of Finance

CTB/ksh

cc: Rich Rosier, Esq.

KS 7/24