

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

900002352289-0  
-11/20/97--01001--007  
\*\*\*122.50 \*\*\*122.50

IFC USA Corp.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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|--|---|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger                 |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                   |
| <input type="checkbox"/> Limited Liability Co.     | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                  |
| <input checked="" type="checkbox"/> Foreign        | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.         |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> CUS                    |   |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> Call if Problem        |
|  | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30             |
|  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up     |
| <input type="checkbox"/> Mail Out                  |   |   |

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.F. Verifier

11/19

## APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. IFC USA CORP.  
(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. 10/2/95  
(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. 50 Jonergin Drive  
Swanton, Vermont 05488  
(Current mailing address)
8. Distribution of nuts and bolts.  
(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)

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

Connie Bryan  
(Registered agent's signature) (Officer)  
**CONNIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**  
(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:

A. DIRECTORS

Chairman: Sydney Ivanier

Address: c/o Infasco  
700 rue Ouellette, Marieville, Quebec J3M1P6

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

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

Director: Sidney Rosen

Address: same as above

Director: Joseph Bahadrian

Address: same as above

B. OFFICERS

President: Sydney Ivanier

Address: c/o Infasco  
700 rue Ouellette, Marieville, Quebec J3M1P6

Vice President: Sidney Rosen

Address: same as above

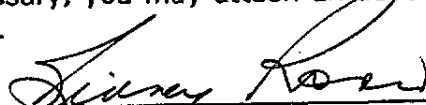
Vice President and Secretary: Mortimer Chaikelson

Address: same as above

Treasurer: Sidney RosenAddress: 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.

SIDNEY ROSEN VICE-PRESIDENT & TREASURER

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

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DIVISION OF CORPORATIONS

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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IFC USA CORP." 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 TWELFTH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8752053

DATE:

11-12-97