

F980000000126

Document Number Only

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

300002394889--7
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*****70.00 *****70.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN - 8 AM 8:38

USI American Holdings, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Fict. Filing

☐ Change of R.A.

☐ Limited Liability Partnership

☐ UCC-1 UCC-3

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Thanks, Melanie

JAN - 8 1998

**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. USI American Holdings, 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. 22-3363062

(FEI number, if applicable)

4. March 3, 1995

(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. c/o US Industries

101 Wood Avenue South, Iselin, NJ 08830 Attn: Tax

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized to do business

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

under the laws of Florida.

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

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

, Florida, 33324

(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.

Charles W Meyer
(Registered agent's signature)

**CHARLES W. MEYER
SPECIAL ASST. SECRETARY**

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: (Street address **ONLY**- P. O. Box **NOT** acceptable)

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

Chairman: See attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attachment

Address: _____

Vice President: _____

Address: _____

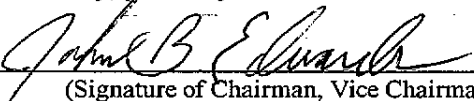
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. John B. Edwards, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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USI AMERICAN HOLDINGS, INC.
Officers List

David H. Clarke
Chairman, Chief Executive Officer and Director

John G. Raos
President, Chief Operating Officer and Director

George H. MacLean
Senior Vice President, General Counsel, Secretary and Director

Frank R. Reilly
Senior Vice President and Chief Financial Officer

John F. Bendik
Group Vice President

John A. Mistretta
Group Vice President

John S. Oldford
Group Vice President

Robert M. Brier
Vice President - Finance and Treasurer

Richard A. Buccarelli
Vice President - Corporate Development

Diana E. Burton
Vice President - Investor Relations

Dorothy E. Sander
Vice President - Administration

James O'Leary
Vice President and Corporate Controller

Robert J. Vander Muelen
Assistant Treasurer

Steven C. Barre
Assistant Secretary

John B. Edwards
Assistant Secretary

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Address for all the above:
101 Wood Avenue South Iselin, NJ 08830 Attn: Tax

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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USI AMERICAN HOLDINGS, 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 SEVENTH DAY OF JANUARY, A.D. 1998.

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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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8851802

01-07-98