

F98000000655

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

600002420666--0

-02/04/98--01001--016

*****70.00 *****70.00

W98-2488

BCB USA Corp.

98 FEB -3 PM 12:39

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DIVISION OF CORPORATIONS

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☒ Limited Liability Co.

☒ Foreign

☐ Limited Partnership

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 4, 1998

C T CORPORATION SYSTEM

SUBJECT: BCB USA CORP.
Ref. Number: W98000002488

We have received your document for BCB USA CORP. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 998A00006222

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**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. BCB 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. Georgia
(State or country under the law of which it is incorporated)
3. 58-2020185
(FEI number, if applicable)
4. October 23, 1992
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 19, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 5650 Whitesville Road
Columbus, Georgia 31904
(Current mailing address)
8. Trademark holding company
(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: 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.

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan
(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: Gerald N. Pencer

Address: 207 Queen's Quay West, Suite 800
Toronto, Ontario, Canada M5J1A7

Vice Chairman: Not applicable

Address: _____

Director: Fraser D. Latta

Address: 207 Queen's Quay West, Suite 800
Toronto, Ontario, Canada M5J1A7

Director: Paul K. Henderson

Address: 207 Queen's Quay West, Suite 800
Toronto, Ontario, Canada M5J1A7

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

President: Gerald N. Pencer MARK BENADIBA

Address: 207 Queen's Quay West, Suite 800
Toronto, Ontario, Canada M5J1A7

Vice President: Fraser D. Latta

Address: 207 Queen's Quay West, Suite 800
Toronto, Ontario, Canada M5J1A7

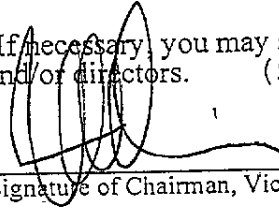
Secretary: Mark R. Halperin

Address: 207 Queen's Quay West, Suite 800
Toronto, Ontario, Canada M5J1A7

Treasurer/ Paul K. Henderson

Assistant Secretary
Address: 207 Queen's Quay West, Suite 800
Toronto, Ontario, Canada M5J1A7

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. (See Addendum 1)

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

14. Mark R. Halperin, Secretary
(Typed or printed name and capacity of person signing application)

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ADDENDUM 1

Vice President/Intellectual Property - Edmund O'Keefe
207 Queens Quay West
Suite 800
Toronto, Ontario, Canada M5J1A7

N:\USERS\Sandie\addendum1.wpd

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Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 980330275
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DATE INC/AUTH/FILED: 10/23/1992
JURISDICTION : GEORGIA
PRINT DATE : 02/02/1998
FORM NUMBER : 211

CT CORPORATION SYSTEM
RUDENE REMBERT
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

BCB USA CORP.

A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State

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