

F98000000728



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 692864 4359680

AUTHORIZATION : *Patricia Pizut*

COST LIMIT : \$ 70.00

ORDER DATE : February 3, 1998

ORDER TIME : 11:07 AM

ORDER NO. : 692864-015

CUSTOMER NO: 4359680

100002423851--0

CUSTOMER: Guy J. Agostinelli, Esq
Zdarsky, Sawicki & Agostinelli
404 Cathedral Place
298 Main Street
Buffalo, NY 14202

FOREIGN FILINGS

NAME: THORNHILL MARKETING & SALES,
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: Jon A Bowling

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DIVISION OF CORPORATIONS
98 FEB -6 PM 12:45

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File *154*
DIVISION OF CORPORATION

REC
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

1. THORNHILL MARKETING & SALES, 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. New York

(State or country under the law of which it is incorporated)

3. 16-1405324

(FEI number, if applicable)

4. 12/27/91

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 9564 NW 41st Street

Miami, Fl 33178

(Current mailing address)

8. -

The retail sale and distribution of tableware, dinnerware, utensils, cooking
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
ware and related items.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

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: Dail Shealy

(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: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Attached

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. Russ Harrington

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

14. RUSS HARRINGTON, CHIEF OPERATING OFFICER

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

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Directors and Officers of Thornhill Marketing & Sales, Inc.

DIRECTORS:

Robert James Acheson
233 King Street
L6J 1B6
D.O.B. Sept. 1, 1939 in Lindsey, ON
h) 905-842-4343

Jack Orvil Kiervin
216 Dunwoody
Oakville, Ontario
L6J 4G5
D.O.B. Oct. 1, 1945 in Windsor, ON
h) 905-842-2145
b) 415-357-1533

Robert John Craig
1440 Watersedge Road
Mississauga, Ontario
L5J 7Y9
D.O.B. Dec. 8, 1945
h) 905-823-6996

David John Folk
5 L'Estrange Place
Toronto, Ontario
M6S 4S6
D.O.B. July 8, 1959 in Calgary, AB
h) 416-604-1610
b) 416-367-1533

OFFICERS:

Robert J. Craig, Chairman & President

Russ Harrington, C.O.O.
4040 Rushton Crescent
Mississauga, Ontario
L5L 4H7
D.O.B. Oct. 7, 1960

David Folk, Secretary

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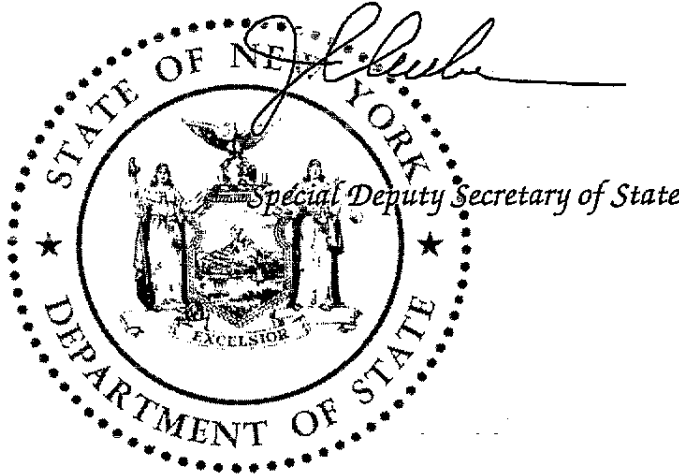
State of New York
Department of State

ss:

I hereby certify, that the certificate of incorporation of THORNHILL MARKETING & SALES, INC. was filed on 11/08/1991, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 04th day of February
one thousand nine hundred and
ninety-eight.*

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