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REFERENCE : 692864 4359680  
AUTHORIZATION : Patricia Pizzuto  
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
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -6 PM 12: 45

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DIVISION OF CORPORATION

*File*

*157*

**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 3. 16-1405324  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/27/91 5. Perpetual  
(Date of Incorporation) (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)

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**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.

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: \_\_\_\_\_

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

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

14. RUSS HARKINGTON, CHIEF OPERATING OFFICER  
(Typed or printed name and capacity of person signing application)

## 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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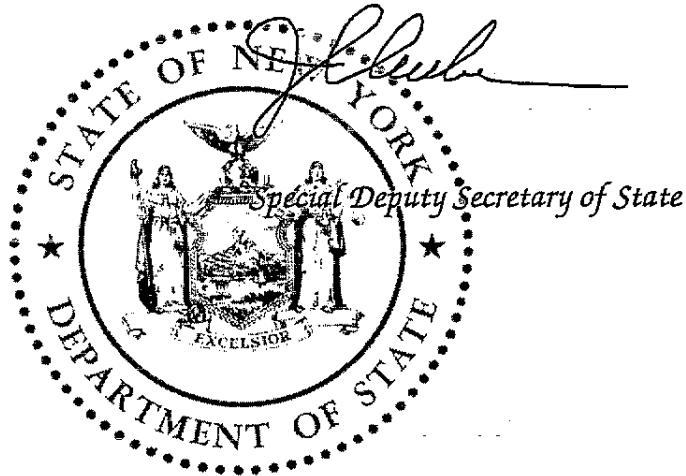
State of New York  
Department of State

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.

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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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