

# F98000004801

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-06/23/97--01143--005  
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June 19, 1997

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Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee Fl. 32314

W97-14730

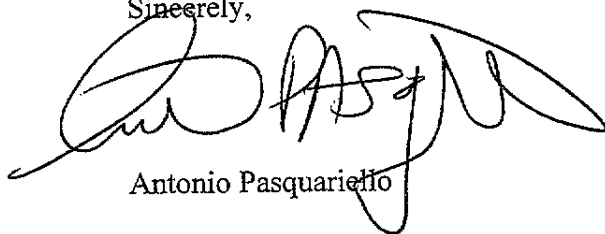
Re: International Cutlery; A Delaware Corporation

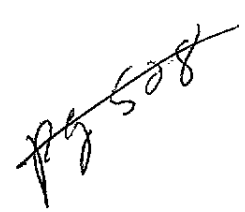
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To Whom It May Concern:

Enclosed please find; a "Application By Foreign Corporation For Authorization To Transact Business In Florida", a "Good Standing certificate from the Secretary of State of the State of Delaware", and a check payable to the Secretary of State in the amount of seventy dollars, (\$70.00). If you have any further questions or comments please do not hesitate to contact me.

Sincerely,

  
Antonio Pasquariello



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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#124



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 24, 1997

GERSTEN, SAVAGE, KAPLOWITZ, ETAL  
ANTONIO PASQUARIELLO  
101 E. 52ND ST.  
NEW YORK, NY 10022-6018

SUBJECT: INTERNATIONAL CUTLERY, LTD.  
Ref. Number: W97000014730

We have received your document for INTERNATIONAL CUTLERY, LTD. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1165.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

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 (904) 487-6093.

Freta Lott  
Corporate Specialist Supervisor

Letter Number: 397A00033496



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 26, 1997

GERSTEN, SAVAGE, KAPLOWITZ, ETAL  
ANTONIO PASQUARIELLO  
101 E. 52ND ST.  
NEW YORK, NY 10022-6018

SUBJECT: INTERNATIONAL CUTLERY, LTD.  
Ref. Number: W97000014730

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for INTERNATIONAL CUTLERY, LTD..

The referenced application states that the corporation has transacted business in the State of Florida since December 3, 1996. You were notified by letter dated June 24, 1997, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$1165.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Freta Lott  
Corporate Specialist Supervisor Letter No. 397A00042927

Enclosure



**FLORIDA DEPARTMENT OF STATE**

Sandra B. Mortham  
Secretary of State

November 13, 1997

GERSTEN, SAVAGE, KAPLOWITZ, ETAL  
ANTONIO PASQUARIELLO  
101 E. 52ND ST.  
NEW YORK, NY 10022-6018

SUBJECT: INTERNATIONAL CUTLERY, LTD  
Ref. Number: W97000014730

**CERTIFIED MAIL #Z 751 934 370 RETURN RECEIPT REQUESTED**

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(4), Florida Statutes, because of the failure of INTERNATIONAL CUTLERY, LTD to pay the appropriate penalties and fees incurred by the transacting of business as a foreign corporation in Florida without authority. I have enclosed a copy of Sections 607.0130(3), 607.1501 and 607.1502, Florida Statutes, for your review.

The application submitted by INTERNATIONAL CUTLERY, LTD for authority to transact business in Florida indicates that the corporation transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4), Florida Statutes, are due and owing the Department.

Penalties and fees in the amount of \$1165.00 are now due. To avoid further penalty, payment must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6091. I look forward to your response.

Sincerely,

Gerard T. York, Assistant General Counsel

Enclosures Letter No. 297A00054661



# *Department of State*

## *Memorandum Office of the General Counsel*

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TO: File

FROM: Gerard York, Assistant General Counsel

DATE: April 1, 1998

RE: International Cutlery, Ltd.,

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Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1996 of \$315.00 and foreign non-qualified penalties of \$ 1000.00 assessed at the statutory minimum of \$500.00 per year and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. International Cutlery, Ltd. 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 3. 13-3796781  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. Sept. 20, 1994 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 3, 1996  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))

7. 127 West 25<sup>th</sup> Street, New York, NY 10001

(Current mailing address)

8. to engage in any lawful act or activity for which corporations may be  
(Purposes of corporation authorized in home state or country to be carried out in the state of Florida) organized under the General Corporation law of Delaware.

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)

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DIVISION OF CORPORATIONS  
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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

Theresa B. Taylor  
(Registered agent's signature) (Officer)

Theresa B. Taylor, Asst. Sec.  
(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: Joel J. Silver  
Address: c/o International Cutlery, LTD  
127 West 25th Street, New York,

Vice Chairman: NY 10001  
Address: \_\_\_\_\_

Director: Martin S. Begun  
Address: c/o International Cutlery, LTD.

Director: Caryn N. Silver  
Address: c/o International Cutlery, LTD.

B. OFFICERS

President: Joel J. Silver  
Address: c/o International Cutlery, LTD.

Vice President: Lawrence N. Silver  
Address: c/o International Cutlery, LTD.

Secretary: Lawrence N. Silver  
Address: c/o International Cutlery, LTD.

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: \_\_\_\_\_

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

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

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

Director: Norman Wolf

Address: c/o International Cutlery, LTD  
127 West 25<sup>th</sup> Street, New York, NY

Director: \_\_\_\_\_ 10001

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

B. OFFICERS

President: \_\_\_\_\_

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

Vice President: \_\_\_\_\_

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

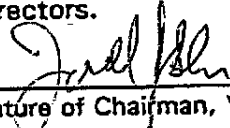
Secretary: \_\_\_\_\_

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



Treasurer: Lawrence N. SilverAddress: C/O International Cutlery, Ltd.

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. Joel J. Silver Chairman  
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNATIONAL CUTLERY, LTD." 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 SECOND DAY OF JUNE, 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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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 8489583

DATE: 06-02-97

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