To: Qualification/Tax Lien Section Division of Corporations

SUBJECT:	Griffon Graphics, Inc.								
(Name of corporation - must include suffix)									
Dear Sir or Madan	700026778079 -11/02/3801077009 ****122.50 *****78.75								
The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.									
Please return all correspondence concerning this matter to the following:									
	Thomas F. Morante								
(Name of Person)									
Jorden Burt Boros Cicchetti Berenson & Johnson LLP									
	(Firm/Company)								
777 Brickell Avenue									
	(Address)								
	Miami, Florida 33131								
	(City/State/Zip)								
(City/State/Zip) Should you need to call someone concerning this matter, please call:									
Thomas F.	Morante at (305) 347-6803								
(Name of Person) (Area Code & Daytime Telephone Number)									

STREET ADDRESS:

Qualification/Tax Lien Section Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607. I 503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

ı.	GRIFFON	GRAPHICS, INC.							
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or									
	words or abbre	viations of like import in	language as will	clearly indic	ate that it is a corporation instead	DI A			
	nantral person	or partnership if not so co	ontained in the na	une at presei	17.)				
2.	Delaware			3	13-3142119				
		y under the law of which	ir is incorporated		(FEI number, if applical	ole)	<u>_</u> _		
	(State of contin	A minter the taw or which	it is then between	,	(0 220 000000 000, 000 -1, 0	•			
4.	December	3, 1982	5	Perpet	ıal				
•		ne of incorporation)		(Duration:	Year corp. will cease to exist or "	perpetual")			
	•	•				_			
6.	Late 199	8							
	(Date firs	r transacted business in F	lorida.) (SEE SE	CTIONS 60	7.1501, 607.1502 and 817.155, F.S	巴马	77		
	1050 5	7 7 7 1	77 C	- 1/00		三 三			
7.	1250 Ken	ré-Lévesque Blvd.	west, Suit	e 1400		- 	-		
	M	O	ın.			SSZ	M		
Montreal, Quebec, H3B 5E9 (Current mailing address)									
			(outtett mutur	, 412017007		7000	ş		
							م التا التا		
8.	Publishi	ing of news paper	s periodica	ls and o	ther publications.		<u>ယ</u> 		
-	(Purpose	(s) of corporation author	ized in home stat	e or country	to be carried out in state of Florida) P			
9.	Name and st	reet address of Florid	a registered ag	gent: (P.O.	Box or Mail Drop Box NOT a	cceptable)			
	Name:	Thomas F. Moran	te		•				
_		777 p		500					
O:	ffice Address:	777 Brickell Av	enue, Suite	200	-				
		Miami			, Florida, <u>33131-2803</u>				
		TITOMIT			(Zin 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.

(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)

97%

97%

14. Denis Sabourin, assistant secretary.

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

State of Delaware

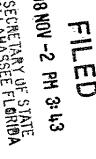
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRIFFON GRAPHICS, 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 FOURTEENTH DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GRIFFON GRAPHICS, INC." WAS INCORPORATED ON THE THIRD DAY OF DECEMBER, A.D. 1982.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel, Secretary of State

AUTHENTICATION:

9354658

981397449

0949199 8300

DATE:

10-14-98