

F980000006078

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Griffon Graphics, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

700002677807--9  
-11/02/98--01077--009  
\*\*\*\*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)

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TALLAHASSEE FLORIDA

Should you need to call someone concerning this matter, please call:

Thomas F. Morante

(Name of Person)

at ( 305 ) 347-6803

(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 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. GRIFFON GRAPHICS, 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

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

3. 13-3142119

(FEI number, if applicable)

4. December 3, 1982

(Date of incorporation)

5. Perpetual

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

6. Late 1998

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

7. 1250 René-Lévesque Blvd. West, Suite 1400

Montreal, Quebec, H3B 5E9

(Current mailing address)

8. Publishing of news papers periodicals and other publications.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Thomas F. Morante

Office Address: 777 Brickell Avenue, Suite 500

Miami

Florida, 33131-2803

(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.*

Thomas F. Morante

(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)

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**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

DIRECTOR

Chairman: Pierre Des Marais IIAddress: 600 de Maisonneuve Blvd. West, Suite 3200Montreal, Quebec, Canada, H3A 3J2

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

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

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

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

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

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

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: AND CEO : Pierre Des Marais IIAddress: 600 de Maisonneuve Blvd. West, Suite 3200Montreal, Quebec, Canada, H3A 3J2Vice President: AND SECRETARY-TREASURER : Pierre RichardAddress: 600 de Maisonneuve Blvd. West, Suite 3200Montreal, Quebec, Canada, H3A 3J2ASSISTANT-  
Secretary:Denis SabourinAddress: 600 de Maisonneuve Blvd. West, Suite 3200Montreal, Quebec, Canada, H3A 3J2

Treasurer: \_\_\_\_\_

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

**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. \_\_\_\_\_

Denis Sabourin, assistant secretary

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

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*State of Delaware*  
*Office of the Secretary of State*

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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.

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9354658

DATE: 10-14-98