

Document Number Only

F99000006544

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700003075047--8

-12/20/99--01078--001

*****78.75 *****78.75

BT Tobacco (USA) Ltd. Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☒ Certified Copy

☐ Photo Copies

☐ CUS / G/S

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

12/20

B/K

12/20/99

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THANK YOU CONNIE BRYAN

99 DEC 20 11:37
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 20 PM 2:06

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 20 PM 2:06

1. BT TOBACCO (USA) 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

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

3. 51-0394184

(FEI number, if applicable)

4. October 28, 1999

(Date of incorporation)

5. Perpetual

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

6. October 28, 1999

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

7. 100 S. E. Second treet, 32nd Floor

Miami, Florida 33131

(Current mailing address)

8. Holding Company

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(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.

Barbara A. Burke

(Registered agent's signature)

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

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)

FD109 - 9/2/99 CT System Online

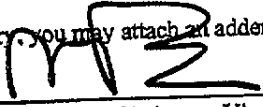
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 20 PM 2:06**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**Chairman: Bennmett S. LeBowAddress: 100 S. E. Second Street, 32nd Floor
Miami, Florida 33131Vice Chairman: Richard J. LampenAddress: 100 S. E. Second Street, 32nd Floor
Miami, Florida 33131

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: Bennett S. LeBowAddress: 100 S. E. Second Street, 32nd Floor
Miami, Florida 33131Vice President: Richard J. LampenAddress: 100 S. E. Second Street, 32nd Floor
Miami, Florida 33131Secretary: Marc N. BellAddress: 100 S. E. Second Street, 32nd Floor
Miami, Florida 33131Treasurer: Joselynn D. Van SiclenAddress: 100 S. E. Second Street, 32nd Floor
Miami, Florida 33131**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. Marc N. Bell -- Vice President, General Counsel andd Secretary
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BT TOBACCO (USA) 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 FIFTEENTH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 20 PM 2:06



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

0143272

DATE:

12-15-99