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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

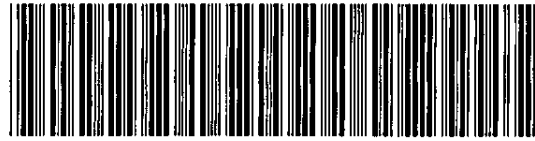
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR

OCT 22 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 764143 4342486

AUTHORIZATION :

COST LIMIT : \$155.00

Spud Deegan
FILED
OCT 21 AM 8:25
TALLAHASSEE, FLORIDA

ORDER DATE : October 21, 2008

ORDER TIME : 12:20 PM

ORDER NO. : 764143-010

CUSTOMER NO: 4342486

FOREIGN FILINGS

NAME: CONWOOD COMPANY, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX _____ CERTIFIED COPY
- _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 2933

EXAMINER: _____

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Conwood Company, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. 62-1691028
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 6-20-1985 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 813 Ridge Lake Blvd
Memphis, TN 38120
(Street Address of Principal Office)


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8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
See attached Exhibit A.

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____
Distribution & wholesale of smokeless tobacco products manufactured by the company.



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
McDara P. Folan, III Assistant Secretary

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Conwood Company, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Corporation Service Company

Jeanine Reynolds
as its agent

BY: 

(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Exhibit A

Conwood Company, LLC

Managers

Michael D. Flaherty
Jeffery S. Gentry
William McNeeley Rosson
Wiley D. Street

Business Address

813 Ridge Lake Blvd., Memphis, TN 38120
813 Ridge Lake Blvd., Memphis, TN 38120
813 Ridge Lake Blvd., Memphis, TN 38120
813 Ridge Lake Blvd., Memphis, TN 38120

Officers

William McNeeley Rosson
Robert H. Krauch, Jr.
Michael D. Flaherty
William J. Condon, Jr.
Daniel A. Fawley
Lester E. Groves
Ricky L. King
Carol Novosad
Kevan A. Ostrander
Randall Mickey Spach
Wiley D. Street
Wally C. Phillips
John S. Wilson, III
McDara P. Folan, III
Daniel A. Range
Nancy G. Sturgeon
Morris L. Moore
Clay S. Lentz

Title

President and Chief Executive Officer
Senior Vice President - Operations
Vice President and Chief Financial Officer
Vice President, Government Relations
Vice President and Treasurer
Vice President – Leaf Operations
Vice President – Manufacturing
Vice President Human Relations
Vice President and Chief Information Officer
Vice President – Manufacturing/Research & Development
Vice President – Finance
Assistant Vice President Human Relations
Secretary and General Counsel
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Treasurer
Assistant Treasurer

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONWOOD COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF OCTOBER, A.D. 2008.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONWOOD COMPANY, LLC" WAS FORMED ON THE TWENTIETH DAY OF JUNE, A.D. 1985.

2064797 8300

081052837

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6922021

DATE: 10-21-08