

F98000006024



ACCOUNT NO. : 072100000032
 REFERENCE : 010651 5012985
 AUTHORIZATION : *Patricia Pizzuti*
 COST LIMIT : \$ 70.00

ORDER DATE : October 27, 1998

ORDER TIME : 11:09 AM

ORDER NO. : 010651-005

CUSTOMER NO: 5012985

200002675782--1

CUSTOMER: Toni Srour, Legal Assistant
 Snow Becker Krauss P.c.
 605 Third Avenue

New York, NY 10158

FOREIGN FILINGS

NAME: DURAND FORMS INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Deborah Schroder

RECEIVED

98 OCT 29 PM 12:20

DIVISION OF CORPORATION

98 OCT 29 PM 1:30

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

mtm
10/29

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. DURAND FORMS 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. 13-390-7692
(FEI number, if applicable)

4. 8-28-96
(Date of incorporation) 5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. 11/98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 877.155, F.S.)

7. 9026 East Lansing Rd.
Durand, MI 48429
(Current mailing address)

8. Any and all lawful
(Purposes) of corporation authorized in home state or country to be carried out in the state of Florida

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

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

By Karen B. Rozar
(Registered agent's signature)

Karen B. Rozar, Asst. Sec.
Corporation Service Company

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.

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98 OCT 29 PM 1:3

12. Names and addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

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

Chairman: Russell Greenberg

Address: 1270 Avenue of the Americas

Suite 2410 New York, NY 10020

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: David Geoffrey

Address: 2571 South Shore Drive

Flushing, MI 48433

Vice President: of Finance, CFO Michael VanLoon

Address: 4748 Gregory Rd.

Goodrich, MI 48438

Secretary: _____

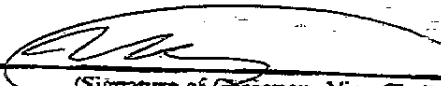
Address: _____

Treasurer: _____

Address: _____

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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. Michael Van Loon, CFO
(Typed or printed name and capacity of person signing application)

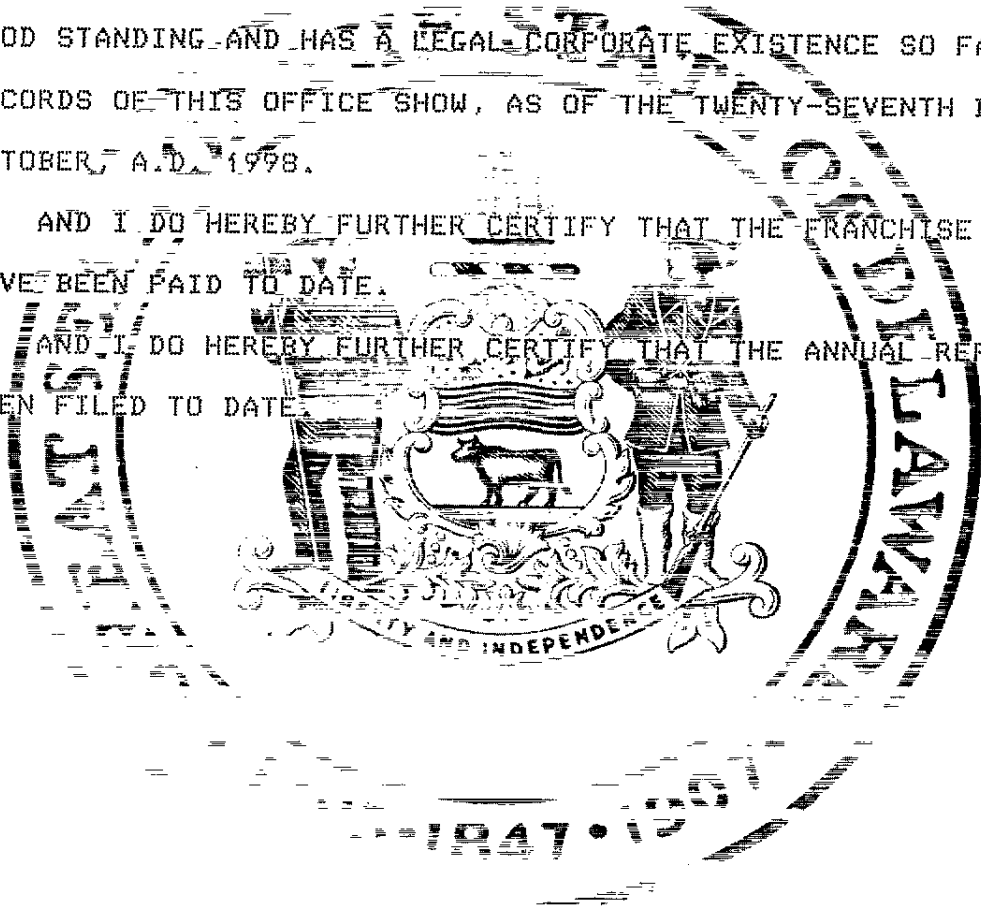
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DURAND FORMS 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 TWENTY-SEVENTH DAY OF OCTOBER, A.D. 1998.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
98 OCT 29 PM 1:30



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2658140 8300

981413411

DATE: 9374287

10-27-98