Filing and License Fee: $310.00 minimum **ID Number:** _____

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Ferolie Corporation

2. It is incorporated under the laws of New Jersey

3. The name, if different, which it elects to use in Rhode Island is:

   (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

   (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

4. The date of its incorporation is 08/10/65 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

   2 Van Riper Road, P.O. Box 409 Montvale, NJ 07645

6. The address of its proposed registered office in Rhode Island is 640 George Washington Highway
   (Street Address, **not** P.O. Box)

   Lincoln (City/Town), RI 02865 (Zip Code) and the name of its proposed registered agent in Rhode Island at

   that address is Alexander Nagy c/o Ferolie Corporation (Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

   Sale, marketing and merchandising of food, grocery, temperature-controlled and health and beauty care/general merchandise items

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	Name	*Address*
Director	Lawrence J. Ferolie	2 Van Riper Road, P.O. Box 409 Montvale, NJ 07645
Director	James L. Ferolie	2 Van Riper Road, P.O. Box 409 Montvale, NJ 07645
Director	Catherine I. Ross	2 Van Riper Road, P.O. Box 409 Montvale, NJ 07645
Director	Julie A. Ferolie	2 Van Riper Road, P.O. Box 409 Montvale, NJ 07645

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Form No. 150
Revised: 12/05

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	Name	Address
President	Anthony J. Scudieri	2 Van Riper Road, P.O. Box 409 Montvale, NJ 07645
Vice President	Lawrence J Ferolie Jr.	2 Van Riper Road, P.O. Box 409 Montvale, NJ 07645
Treasurer	Catherine I. Ross	2 Van Riper Road, P.O. Box 409 Montvale, NJ 07645
Secretary		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1250	Common		NPV

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is $ 14,000,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is $ 25,000.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.18 %. [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is $ 35,000,000.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is $ 4,000,000.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 11 % [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing Effective December 31, 2009

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: December 31, 2009

Anthony J. Scudieri
Signature of Authorized Officer of the Corporation

Anthony J. Scudieri
Type or Print Name of Authorized Officer

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

FEROLIE CORPORATION(FORMERLY GASH, FEROLIE CORP)

3851624500

With the Previous or Alternate Name

ESM/FEROLIE (Alternate Name)
EASTERN SALES & MARKETING (Alternate Name)
THE FEROLIE GROUP (Alternate Name)
SGA/HOUCK SALES (Alternate Name)
ESM (Alternate Name)

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on August 10, 1965.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

Daryl Ury Fox Esq
2 Van Riper Rd
Montvale, NJ 07645 0000

Certification# 116061094

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 30th day of December, 2009

R. David Rousseau
State Treasurer

Verify this certificate at
https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp