

Filing Fee: \$50.00

ID Number: 1657515



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

CERTIFICATE OF CORRECTION

Pursuant to the provisions of Section 7-1.2-105 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby submits the following Certificate of Correction:

1. The name of the corporation is:
Brand & Oppenheimer Co., Inc.
2. The document to be corrected is Application for Certificate of Authority
3. The document being corrected was originally filed on October 20, 2015
4. Specify the inaccurate record of the corporate action or the defective or erroneous execution, seal or acknowledgement:

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: 100,000 shares of Common Stock, \$.01 par value; 5,000 shares of Preferred Stock, \$.01 par value; and 5,000 shares of Preferred Stock, Series A, \$.01 par value
5. The corrected portion of the document states as follows:
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: 300 shares of Common Stock no par value
6. The document attached to this certificate is the corrected document.
7. This Certificate of Correction 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 upon filing

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

Date: 12/7/15

FILED

DEC 09 2015

Edward W. Ricci

Signature of Authorized Officer of the Corporation

Edward W. Ricci

Type or Print Name of Authorized Officer

BY OK 262862

11:55

Filing and License Fee: \$310.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
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 Brand & Oppenheimer Co., Inc.
2. It is incorporated under the laws of Delaware
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 October 4, 1994 and the period of its duration is perpetual
5. The address of its principal office is 188 East Bergen Place, Suite 201, Red Bank, NJ 07701
6. The address of its proposed registered office in Rhode Island is 100 Westminster Street, Suite 1500, c/o Hinckley Allen
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is HASLAW, Inc.
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Providing textile solutions
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).

	<u>Name</u>	<u>Address</u>
Director	<u>SEE THE ATTACHED SCHEDULE A</u>	
Director		
Director		
Director		

FILED

DEC 09 2015

SCHEDULE A

STATE OF RHODE ISLAND

APPLICATION FOR CERTIFICATE OF AUTHORITY

BRAND & OPPENHEIMER CO., INC.

8. 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.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	Jason D. Drattel	419 Park Avenue South, NY, NY 10016
Director	Edward Ricci	208 Clock Tower Square, Portsmouth, RI 02871
Director	Drew H. Adams	419 Park Avenue South, NY, NY 10016
Director	Jon Mansfield	419 Park Avenue South, NY, NY 10016
Director	Glenn Harrison	419 Park Avenue South, NY, NY 10016

(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).

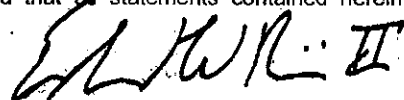
	<u>Name</u>	<u>Address</u>
President	Edward W. Ricci II	208 Clock Tower Square, Portsmouth, RI 02871
Vice President	None	
Treasurer	None	
Secretary	John Mansfield	419 Park Avenue South, NY, NY 10016

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
300	Common Stock		No Par Value

10. (a) \$ 4,500,000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.
- (b) \$ 100,000 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.
- (c) 2.2 % = 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. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*
11. (a) \$ 33,000,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ 10,000,000 = 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.
- (c) 33 % = 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. *{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 upon filing.

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.



Signature of Authorized Officer of the Corporation

Edward W. Ricci, II

Type or Print Name of Authorized Officer

Date: December 7, 2015