

Filing Fee: \$150.00

License Fee: \$15.00 minimum (§7-1.1-124)

ID Number:

107714



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State  
Corporations Division

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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 The Museum Company, Inc. (CP)
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 "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 5/10/89 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 1013 Centre Road, Wilmington, DE 19805
6. The address of its proposed registered office in Rhode Island is 170 Westminster Street, Suite 900  
(Street)  
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is Corporation Service Company
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Retail sales; Museum Gift Shop - Sellers of  
Souvenirs.
8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	(see attached)	
Director		
President		
Vice President		
Secretary		
Treasurer		

Address

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By

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- 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>
4986,353	Common		\$1.00/share

- 10 The aggregate number of its issued shares, 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>
Issued	2,370,818	Common		\$1.00/share
Outstanding	2,615,535	Common		\$1.00/share

- 11 (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 36,362,013
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 400,000
- (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 1.1 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

- 12 (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 109,539,000
- (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 \$ 1,200,000
- (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 1.1 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

- 13 This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Dated 6/8, 19 99

The Museum Company, Inc.  
(Exact Corporate Name of Corporation Making Application)

By Brad Johnson  
☒ President or ☐ Vice President (check one)

AND  
By Francesca M. Roy  
☐ Secretary or ☒ Assistant Secretary (check one)

STATE OF  
COUNTY OF

In The Museum Company, on this 8<sup>th</sup> day of June, 19 99, personally appeared before me Brad Johnson, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

Lisa Monteleone  
Notary Public  
My Commission Expires: 4/14/2002

**The Museum Company, Inc.**

**695 Route 46 West**

**Suite 400**

**Fairfield, NJ 07004**

**As of November 16, 1998**

<b>Name</b>	<b>Address</b>	<b>Title</b>
<b>Directors:</b>		
Norman Matthews	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	Chairman of the Board
Antoine Treuille	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	Vice Chairman of the Board
Rob Kemeny	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	<i>Director as of 6/3/99</i>
Bradley C. Johnson	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	<i>Director as of 5/7/99</i>
Philip Kaplan	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	
Edward Harrison	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	
Jeffrey H. Coats	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	
Brian Graff	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	
Henry T. Wilson	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	

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**The Museum Company, Inc.**  
**695 Route 46 West**  
**Suite 400**  
**Fairfield, NJ 07004**  
**As of November 16, 1998**

<b>Name</b>	<b>Address</b>	<b>Title</b>
<b>Officers:</b>		
Norman Matthews	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	Chairman of the Board
Antoine Trecuille	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	Vice Chairman of the Board/ Treasurer
Rob Kemeny	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	CEO <i>Officer as of 6/3/99</i>
Bradley C. Johnson	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	President/ Chief Operating Officer
Janee Reis	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	Executive Vice President/ Chief Merch. Officer <i>Officer as of 6/3/99</i>
Janet Simon	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	Vice President
Robert Strauss	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	Vice President
Joshua Goldberg	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	Secretary
Edward Harrison	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	Assistant Secretary <i>Officer as of 3/24/99</i>

69 ROUTE 46 WEST

FAIRFIELD, NJ 07004  
0241907

**The Museum Company, Inc.**  
**695 Route 46 West**  
**Suite 400**  
**Fairfield, NJ 07004**  
**As of November 16, 1998**

<b>Name</b>	<b>Address</b>	<b>Title</b>
<b>Officers:</b>		
Francesca M. Roy	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	Assistant Secretary
Michael P. Keating	695 Route 46 West Suite 400 Fairfield, NJ 07004 Phone # (973) 244-4300	Assistant Treasurer

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*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "THE MUSEUM COMPANY, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JANUARY, A.D. 1999, AT 3:15 O'CLOCK P.M. ;



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

*Edward J. Freel, Secretary of State*

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AUTHENTICATION: 9808033

DATE: 06-16-99