

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF
AMERICAN BILTRITE INC.**

To the Secretary of State
of the State of Rhode Island

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:

FIRST: The name of the corporation is AMERICAN BILTRITE INC.

SECOND: The name which it elects to use in Rhode Island is AMERICAN BILTRITE INC.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is November 19, 1954 and the period of its duration is indefinite

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is Prentice-Hall Corporation System, Inc. 229 South State St.,
Dover, Delaware 19901

SIXTH: The address of its proposed registered office in Rhode Island is Willey & LeRoy, Ltd.
Suite 630, 10 Dorrance Street
Providence, R.I. 02903 and the name of its proposed registered agent in Rhode Island at that address is Grafton H. Willey, III

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

owner of real estate

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Benjamin Alpert	Director	42 Hawthorn Lane, Great Neck, New York
John C. Garrels, 3rd	Director	
Jack Gold	Director	1167 Angelo Drive, Beverly Hills, CA
Mark Kaplan	Director	146 Central Park West, New York, N. Y.
James S. Marcus	Director	55 Broad Street, New York, N. Y.
Richard G. Marcus	President *	46 Rachel Road, Newton, Massachusetts
Gilbert K. Gailius	Vice President *	616 Hayward Mill Road, Concord, MA
Frank R. Caruso	Secretary	10 Carmel Drive, N. Billerica, MA
William M. Marcus	Exec. Vice President & Treasurer *	20 Malia Terrace, Chestnut Hill, MA
Robert G. Marcus	Chairman	6 Highland Road, Princeton, New Jersey
Roger S. Marcus	Vice Chairman	2111 N. Crescent Blvd., Yardley, PA

*Also Director

NINTH: 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 per Share or Statement that Shares are without Par Value</u>
5,500,000	Common	-	None

TENTH: 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 per Share or Statement that Shares are without Par Value</u>
2,827,486	Common	-	None

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 37,200,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 1,000,000

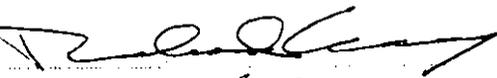
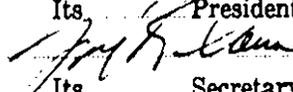
THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 63,500,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 110,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

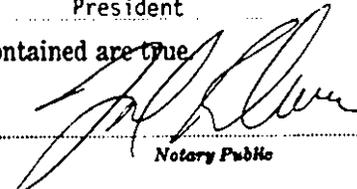
Dated December, 19 85

American Biltrite Inc.
[Exact Corporate Name of Corporation Making Application]

By 
Its President
and 
Its Secretary

STATE OF Massachusetts }
COUNTY OF Norfolk } Sc.

At Wellesley Hills in said County on the day
of December 1985, before me personally appeared Richard G.
Marcus, who being by me first duly sworn, declared that
he is the President of AMERICAN BILTRITE INC.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true


Notary Public

(NOTARIAL SEAL)

Handwritten signature
DEC 16 1985

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