

116430

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Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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:

- The name of the corporation is Grant Holdings, Inc.
- It is incorporated under the laws of Pennsylvania
- The name, if different, which it elects to use in Rhode Island is:
 - 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:
 - 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:
- The date of its incorporation is December 30, 1986 and the period of its duration is perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is 225 High Ridge Road, Suite 300, Stamford, CT 06905
- The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence RI 02903 and the name of its proposed registered agent in Rhode Island at that address is CT CORPORATION SYSTEM
(City/Town) (Zip Code) (Name of Agent)
- The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
to do any and all lawful business for which corporations may be incorporated under the Business Corporation Law Act of May 5, 1933 (P.L. 364) as amended, including without limitation, the power to engage in manufacturing of any nature whatsoever

8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	See Schedule 1 attached	
Director		
President		
Vice President		
Treasurer		
Secretary		

FILED

FEB 16 2001

By CLF/3
259059

STATE OF RHODE ISLAND
DIVISION OF CORPORATIONS
PROVIDENCE

RECEIVED
CORPORATIONS DIVISION
PROVIDENCE, RHODE ISLAND

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
100,000	A		\$1

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1,000	A		\$1

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 666,800,000 (Net Tax Value).

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 38,400,000 (Net Tax Value).

(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 5.76%. [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 \$ 88,400,000 (Rents).

(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 \$ 1,600,000.

(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 1.81% [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.

Date: 1/31/01

Grant Holdings, Inc.
Print Exact Name of Corporation Making Application

By [Signature]
 President or Vice President (check one)

By [Signature] AND [Signature]
 Secretary or Assistant Secretary (check one)

STATE OF Connecticut
COUNTY OF Fairfield

In Stamford, Connecticut, on this 31st day of January, 2001, personally appeared before me Alex T. Russo and Donna N. Lyde who, being by me first duly sworn, declared that he/she is the Vice President/Assistant Secretary, respectively of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Daniel A. Coello
A Notary Public of Connecticut
Commission Expires: September 30, 2002

[Signature]
Notary Public
My Commission Expires: 9/30/2002

Schedule

GRANT HOLDINGS, INC.

Officers:

<u>Name:</u>	<u>Title:</u>	<u>Business Address:</u>
George R. Lewis	President and CEO	225 High Ridge Road, Suite 300 Stamford, CT 06905
John J. Mulligan	Vice President	225 High Ridge Road, Suite 300 Stamford, CT 06905
Thomas W. Urbach	Vice President	225 High Ridge Road, Suite 300 Stamford, CT 06905
James C. McCrea	Vice President	225 High Ridge Road, Suite 300 Stamford, CT 06905
Alex T. Russo	Vice President	225 High Ridge Road, Suite 300 Stamford, CT 06905
Steven P. Seagriff	Vice President	225 High Ridge Road, Suite 300 Stamford, CT 06905
John M. Spera	Vice President, Treasurer	225 High Ridge Road, Suite 300 Stamford, CT 06905
Douglas B. Levene	Secretary	225 High Ridge Road, Suite 300 Stamford, CT 06905
Nancy S. Rights	Assistant Secretary	225 High Ridge Road, Suite 300 Stamford, CT 06905
Anne M. O'Sullivan	Assistant Secretary	225 High Ridge Road, Suite 300 Stamford, CT 06905
Donna N. Lyde	Assistant Secretary	225 High Ridge Road, Suite 300 Stamford, CT 06905
Joyce I. Francis	Assistant Secretary	225 High Ridge Road, Suite 300 Stamford, CT 06905

Schedule

GRANT HOLDINGS, INC.

Directors:

Name:

Business Address:

George R. Lewis

225 High Ridge Road, Suite 300, Stamford, CT 06905

John J. Mulligan

225 High Ridge Road, Suite 300, Stamford, CT 06905

John M. Spera

225 High Ridge Road, Suite 300, Stamford, CT 06905

ARTICLES OF INCORPORATION

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE - CORPORATION BUREAU
308 NORTH OFFICE BUILDING, HARRISBURG, PA 17120

PLEASE INDICATE (CHECK ONE) TYPE CORPORATION

- DOMESTIC BUSINESS CORPORATION
- DOMESTIC BUSINESS CORPORATION A CLOSE CORPORATION - COMPLETE BACK
- DOMESTIC PROFESSIONAL CORPORATION ENTER BOARD LICENSE NO.

1 of 4
FEE
\$75.00

010 NAME OF CORPORATION (MUST CONTAIN A CORPORATE INDICATOR UNLESS EXEMPT UNDER 15 P.S. 2906 B)
GRANT HOLDINGS, INC.

011 ADDRESS OF REGISTERED OFFICE IN PENNSYLVANIA (P.O. BOX NUMBER NOT ACCEPTABLE)
1500 Oliver Building, c/o C. Harris, Smithfield Street

012 CITY Pittsburgh, Allegheny County, PA 15222
033 COUNTY Allegheny
013 STATE PA
054 ZIP CODE 15222

050 EXPLAIN THE PURPOSE OR PURPOSES OF THE CORPORATION

The corporation shall have unlimited power to engage in and do any and all lawful business for which corporations may be incorporated under the Business Corporation Law; Act of May 5, 1933 (P.L. 364), as amended, including without limitation, the power to engage in manufacturing of any nature whatsoever.

(ATTACH 8 1/2 x 11 SHEET IF NECESSARY)

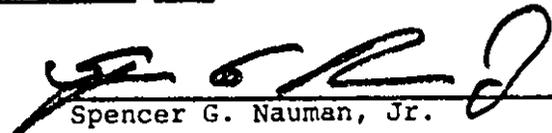
The Aggregate Number of Shares, Classes of Shares and Par Value of Shares Which the Corporation Shall have Authority to Issue:

040 Number and Class of Shares 100,000 shares common	041 Stated Par Value Per Share if Any \$1.00	042 Total Authorized Capital \$100,000.00	043 Term of Existence perpetual
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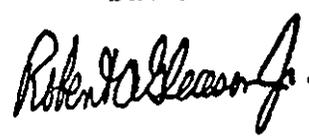
The Name and Address of Each Incorporator, and the Number and Class of Shares Subscribed to by each Incorporator

060 Name	061, 062 063, 064 Address (Street, City, State, Zip Code)	Number & Class of Shares
Spencer G. Nauman, Jr.	122 Market Street Harrisburg, PA 17101	1 share common
(ATTACH 8 1/2 x 11 SHEET IF NECESSARY)		

IN TESTIMONY WHEREOF, THE INCORPORATOR (S) HAS (HAVE) SIGNED AND SEALED THE ARTICLES OF INCORPORATION
THIS 30th DAY OF December 1986.


Spencer G. Nauman, Jr.

- FOR OFFICE USE ONLY -

030 FILED DEC 30 1986	002 CODE	003 REV BOX	SEQUENTIAL NO. 38894	100 MICROFILM NUMBER 8707 839
	REVIEWED BY gd	004 SIC	AMOUNT \$ 75.00	001 CORPORATION NUMBER 957491
	DATE APPROVED	CERTIFY TO <input checked="" type="checkbox"/> REV. <input checked="" type="checkbox"/> L & I <input type="checkbox"/> OTHER	INPUT BY 11/16	LOG IN
DATE REJECTED	MAILED BY DATE	VERIFIED BY 12/19	LOG OUT	LOG IN (REFILE)
Secretary of the Commonwealth Department of State Commonwealth of Pennsylvania				LOG OUT (REFILE)

Commonwealth of Pennsylvania
Department of State

8707 840



CERTIFICATE OF INCORPORATION

Office of the Secretary of the Commonwealth
To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of the Laws of the Commonwealth, the Secretary of the Commonwealth is authorized and required to issue a "Certificate of Incorporation" evidencing the incorporation of an entity.

Whereas, The stipulations and conditions of the Law have been fully complied with by

GRANT HOLDINGS, INC.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under the authority of the Laws thereof, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, declare and certify the creation, erection and incorporation of the above in deed and in law by the name chosen hereinbefore specified.

Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the applicable laws of this Commonwealth.



Given under my Hand and the Great Seal of the Commonwealth,
at the City of Harrisburg, this 30th day
of December in the year of our
Lord one thousand nine hundred and eighty-six
and of the Commonwealth the two hundred eleventh


Secretary of the Commonwealth

0957491

SPENCER G NAUMAN JR ESQ
NAUMAN SMITH SHISSLER & HALL
122 MARKET ST
HARRISBURG, PA 17101

APPLICATION ACCT NO.
OSCB - BCL - 307 (REV. 3-78)

FORM NO. 500
42-1
STATEMENT OF
CHANGE OF REGISTERED
OFFICE - DOMESTIC
CORPORATION

87131128

(Line for numbering)

957491

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this FEB 10 1987 day of 18

Commonwealth of Pennsylvania
Department of State

Jan J. Wojcik

Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 307 of the Business Corporation Law, act of May 5, 1933 (P. L. 364), (15 P. S. 1307) the undersigned corporation, desiring to effect a change of registered office, does hereby certify that:

1. The name of the corporation is:

Grant Holdings, Inc.

2. The address of its present registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

1500 Oliver Building, c/o Charles Harris, Smithfield Street

(NUMBER)
Pittsburgh
(CITY)

Pennsylvania

(STATE)
15222
(ZIP CODE)

3. The address to which the registered office in this Commonwealth is to be changed is:

128 South Broad Street, Philadelphia, Pennsylvania 19109, c/o C T Corporation System,
County of Philadelphia.

4. Such change was authorized by resolution duly adopted by at least a majority of the members of the board of directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this statement to be signed by a duly authorized officer, and its corporate seal, duly attested by another such officer, to be hereunto affixed, this 10th day of February, 19 87

Grant Holdings, Inc.

(NAME OF CORPORATION)

By

William J. Trosam

(SIGNATURE)

PRESIDENT

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

[Signature]

SECRETARY

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

Warrant Number 9059 483

Filed with the Department of State SEP 1 1990

Entity Number 9071491

Christopher A. Lewis
Secretary of the Commonwealth

STATEMENT OF CHANGE OF REGISTERED OFFICE BY AGENT

DSCB: 15 106 (Rev 80)

In compliance with the requirements of 15 Pa. C.S. § 108 (relating to change in location or status of registered office provided by agent), the undersigned person who maintains the registered office of an association and who desires to change the following with respect to such agency hereby states that:

1. The name of the association represented by the undersigned person is _____
GRANT HOLDINGS, INC.

2. The address of the present registered office in this Commonwealth of the above named association is
123 South Broad Street Philadelphia Pa. 19109 Philadelphia
Number and Street City State Zip County

3. (If the registered office address is to be changed, complete the following):
The address in the same county to which the registered office in this Commonwealth of the above named association is to be changed is:
1635 Market Street Philadelphia Pa. 19103 Philadelphia
Number and Street City State Zip County

4. The name of the person in care of the foregoing office is _____ C.T. CORPORATION SYSTEM

The person named immediately above in this paragraph has been designated in fact as the agent in care of the registered office in the Commonwealth of Pennsylvania of the corporation named in paragraph 2 of this statement.

5. (Check one or more of the following, as appropriate):
 This statement reflects a change in name of the agent.
 The change in registered office set forth in this statement reflects the removal of the place of business of the agent to a new location within the county.
 The status of the agent as the provider of the registered office of the above named association has been terminated.

IN TESTIMONY WHEREOF, the undersigned person has caused this statement to be signed this 10th day of September, 19 90

C.T. CORPORATION SYSTEM
(Name)
BY: [Signature]
TITLE: Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

FEBRUARY 08, 2001

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING.

GRANT HOLDINGS, INC.

I, Kim Pizzigrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Incorporation and all Amendments which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written

Kim Pizzigrilli

Secretary of the Commonwealth

JSOW

Fee Calculations for Certificate of Authority FOREIGN BUSINESS

CORP ID# _____
NAME OF CORPORATION Grant Holdings
CONTACT _____ Phone _____
ADDRESS _____
ADDRESS _____
CITY _____ STATE _____ ZIP _____
Total number of authorized shares currently of record: _____ 100,000

Current Asset Assessment 0.052966102

Foreign Corporations Only

11(a) \$666,800,000.00
estimate of all property wherever locat
11(b) \$38,400,000.00
Estimate of all property within R.I.
12(a) \$88,400,000.00
Gross amount of business wherever
12(b) \$1,600,000.00
Gross amount of business in R.I.

LICENSE FEE \$52.97
FILING FEE \$150.00
TOTAL FEE \$202.97

All totals are "estimates". "Property" is defined as an item (owned by the corporation) that can be appraised for value or an estimate of all tangible assets.

Comments

filing fee

10. 11. 26. 11. 9. 03. 11

RECEIVED
SECRETARY OF STATE
STATE OF RHODE ISLAND