

1500
Filing fee: \$55.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

66931

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

B & M of Illinois, 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 B & M of Illinois, Inc.

SECOND: The name which it elects to use in Rhode Island is

B & M of Illinois, 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 August 7, 1989 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is c/o Corporation Trust Center, 1209 Orange Street, Wilmington, DE

SIXTH: The address of its proposed registered office in Rhode Island is 1500 Fleet Center, Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is Edwin G. Torrance

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

To manufacture and sell boat seats, cushions and related products, and to engage in any lawful act or activity permitted under the Rhode Island Business Corporation Act.

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
See attached	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

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>
100	Common	--	\$1.00

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>
100	Common	--	\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 4,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 50,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 7,000,000

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 \$ 50,000

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 _____, 19 91

B & M Illinois, Inc.,

[Exact Corporate Name of Corporation Making Application]

By Hubert W. Shulte
Its ~~President~~ CHAIRMAN
and Julie F. Crandall
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF Washington

} Sc.

At Westbury in said County on the 28th day
of October 19 91, before me personally appeared Hubert W. Shulte
Julie F. Crandall, who being by me first duly sworn, declared that
+ he ^{is} the Chairman & Secretary of B & M Illinois, Inc.,
that he signed the foregoing document as such Chairman & Secretary of the
corporation, and that the statements therein contained are true.

James M. Shain
Notary Public

Com Exp'r 6/23/93

(NOTARIAL SEAL)

RECEIVED
SECRETARY OF THE
NAVY
OCT 30 3 15 PM '91

Rec'd & Filed OCT 30 1891
PLP#1168134

State of Delaware



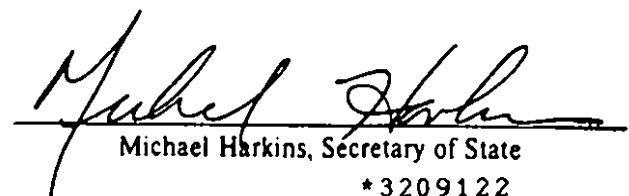
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "B & M OF ILLINOIS, INC." FILED IN THIS OFFICE ON THE SEVENTH DAY OF AUGUST, A.D. 1989, AT 10 O'CLOCK A.M.

* * * * *



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Michael Harkins, Secretary of State
*3209122

AUTHENTICATION:

DATE:

10/21/1991