

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. #

73480

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Tupperware U.S., 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 Tupperware U.S., Inc. LC 23249

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

Tupperware U.S., 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 October 20, 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 The Corporation Trust Company Corporation Trust Center, 1209 Orange St., Wilmington, DE 1980

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

Ellen T. Coffey Signature Assistant Vice President

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

Any lawful act or activity for which a corporation may be organized, including but not limited to sales of plastic products.

REC'D & FILED AUG 6 1993
AUG 6 1993
103058

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

Name	Office	Address
Warren L. Batts	Director	1717 Deerfield Road, Deerfield, IL 60015
John M. Costigan	Director	1717 Deerfield Road, Deerfield, IL 60015
Lewis John Fletcher	Director	1717 Deerfield Road, Deerfield, IL 60015

Michael P. Hagerty	President	3175 Orange Blossom Trail, Kissimmee, FL 34744
Lawrence Cambron	Vice President	3175 Orange Blossom Trail, Kissimmee, FL 34744
John M. Costigan	Secretary	1717 Deerfield Road, Deerfield, IL 60015
Thomas P. O'Neill, Jr.	Treasurer	1717 Deerfield Road, Deerfield, IL 60015

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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
5,000	COMMON		1,000

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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,000	COMMON		1,000

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ -0-

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 250,000,000

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 \$ 631,000

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 March 31, 1993

Tupperware U.S., Inc.
[Exact Corporate Name of Corporation Making Application]

By

L. John Fletcher

Its Vice President

and

Thomas M. Roehlk

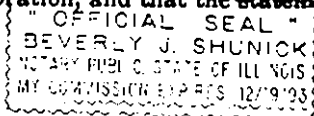
Its Asst. Secretary

STATE OF Illinois

COUNTY OF Lake

} Sc.

At Deerfield, Illinois in said County on the 31st day
of March 1993, before me personally appeared L. John Fletcher
and Thomas M. Roehlk, Vice President and
Asst. Secretary, respectively, of Tupperware U.S., Inc.,
that he signed the foregoing document as such VP. & Assistant Secretary of the
corporation, and that the statements therein contained are true.



Beverly J. Shunick
Notary Public

(NOTARIAL SEAL)

Aug 11 11 23 AM '60

DART
INDUSTRIES INC.

1717 DEERFIELD ROAD
DEERFIELD, ILLINOIS 60015
(708) 405-6000
FAX (708) 405-6013

July 29, 1993

Secretary of State
State of Rhode Island
Providence, Rhode Island

Dear Sir:

Dart Industries Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware, and authorized to transact business in the State of Rhode Island, hereby consents to the qualification in Rhode Island of a corporation having the name Tupperware U.S., Inc.

In Witness Whereof, said undersigned corporation has caused these presents to be executed in its corporate name by its President, thereunto duly authorized, and its corporate seal to be hereunto affixed, this 29th day of July, 1993.

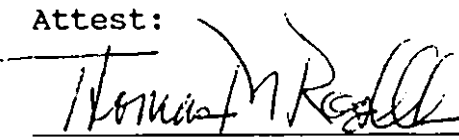
DART INDUSTRIES INC.

By: 

E. V. Goings
President

(Corporate Seal)

Attest:


Thomas M. Roehl
Vice President & Secretary

State of Delaware
Office of the Secretary of State PAGE 1

I, WILLIAM T. QUILLEN, 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 "PREMARK THP HOLDINGS, INC." FILED IN THIS OFFICE ON THE TWENTIETH DAY OF OCTOBER, A.D. 1989, AT 1 O'CLOCK P.M.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *3989915

932045208

DATE: 07/23/1993