

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF AUTHORITY OF

SORENSEN TRADING COMPANY, INC.

I, FRANCES JONES MILLS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of

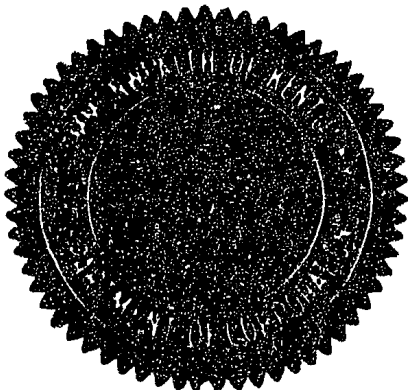
SORENSEN TRADING COMPANY, INC.

WILMINGTON, DE

for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State, and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to transact business in this Commonwealth under the name of

SORENSEN TRADING COMPANY, INC.



SECRETARY OF STATE

Witness my official signature and seal of office this 3RD *day of* JANUARY, 1983 *at Frankfort, Kentucky.*

Frances Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

THELMA L. STOVALL
Secretary



FRANKFORT, KENTUCKY ORIGINAL COPY FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

280402 JAN 03 1983

[Signature]
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Chapter 271A of the Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement:

- First: Name of Corporation SORENSEN TRADING COMPANY, INC.
- Second: The name to be used in the state of Kentucky SORENSEN TRADING COMPANY, INC.
- Third: State or country of incorporation Delaware
- Fourth: Date of incorporation December 14, 1982
and duration of incorporation Perpetual
- Fifth: Address of principal office in the state or country of incorporation c/o The Corporation Trust Company, 100 W. 10th Street, Wilmington, Delaware 19801
- Sixth: Address of proposed registered office in Kentucky KENTUCKY HOME LIFE BUILDING
c/o C T Corporation System, Louisville, Kentucky 40202
and name of registered agent in Kentucky at the same address C T CORPORATION SYSTEM
- Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky The manufacture and sale of personal property.
- Eighth: The names and addresses of all the corporate directors and officers are as follows. Attach separate sheet if more space is needed.

NAME	OFFICE	ADDRESS FOR ALL
Robert L. Jones	V.P. & Director	1 Gulf & Western Plaza
Norman R. Forson	V.P., Asst. Secy. & Dir.	New York, NY 10023
Rudolph J. Sanson, Jr.	Secy. & Director	
Raymond I. Bradley	President	
Gerald L. Ritthaler	V.P.	
Theodore M. Gaderick	Treasurer	

CONSENT TO USE OF NAME

Sorensen Manufacturing Company, a corporation
organized under the laws of the State of Delaware, hereby consents to
the ~~organization~~ qualification of Sorensen Trading Company, Inc.
in the State of Kentucky

IN WITNESS WHEREOF, the said Sorensen Manufacturing Company
has caused this consent to be executed by its Vice president
and attested under its corporate seal by its Asst. secretary, this 13th day of
December 1982.

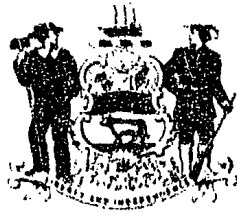
Sorensen Manufacturing Company

By Robert L. Jones
Robert L. Jones Vice-President

Attest:

Rudolph J. Sanson, Jr.
Rudolph J. Sanson, Jr. Asst. Secretary

(SEAL)

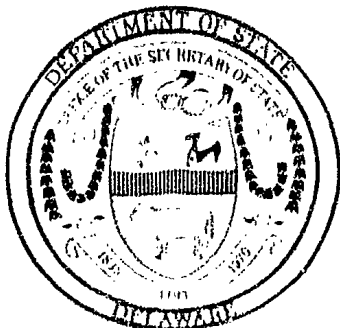


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on December 14, 1982



Glenn C. Kenton
Glenn C. Kenton, Secretary of State

BY: *K. Sayer*

DATE: December 14, 1982

CERTIFICATE OF INCORPORATION
OF
SORENSEN TRADING COMPANY, INC.

* * * * *

1. The name of the Corporation is

SORENSEN TRADING COMPANY, INC.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business of purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000): all such shares to be without par value.

5A. The name and mailing address of each incorporator is as follows:

PATRICIA A. MURPHY	15 Columbus Circle New York, New York 10023
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RUDOLPH J. SANSON, JR.	15 Columbus Circle New York, New York 10023
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5B. The name and mailing address of each person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

ROBERT L. JONES	15 Columbus Circle New York, New York 10023
RUDDOLPH J. SANSON, JR.	15 Columbus Circle New York, New York 10023
NORMAN R. FORSON	15 Columbus Circle New York, New York 10023


6. The Corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the by-laws of the Corporation.

8. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the Corporation. Elections of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

9. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hand this 10th day of December, 1982.


Patricia A. Murphy


Rudolph J. Sanson, Jr.

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
163 BROADWAY NEW YORK, N.Y. 10019 • (212) 664-1666
TELEX: 96 8099

December 28, 1982

Secretary of State
Corporation Department
State Capitol Building
Frankfort, Kentucky 40601

SECRETARY OF STATE
RECEIVED
DEC 31 1982

Gentlemen:

RE: SORENSEN TRADING COMPANY, INC.

Commonwealth of Kentucky
AB 38095-3

Pursuant to the instructions of counsel, we enclose for filing the necessary documents to qualify the above corporation in your state, together with funds in payment of the required fees. When the enclosures have been filed, please forward the usual evidence of filing to this office.

If for any reason filing cannot be effected promptly, please notify us by telephone at the following toll-free number:
800-223-7567.

Very truly yours,

C T CORPORATION SYSTEM

Laura Boden

Laura Boden
Service Division

LB:wr
Encs.

COUNSEL: Rudolph J. Samson, Jr., Assoc. Csl.
Gulf & Western Industries, Inc.
One Gulf & Western Plaza
New York, NY 10023
Att: Patricia Murphy, I.A.

SPECIAL INSTRUCTIONS: