

State of New Hampshire

Filing fee: \$ 50.00
Fee for Form SRA: \$ 50.00
Total fees: \$100.00

Form FLLC-1
RSA 304-C:12

Use black print or type.

Form must be single-sided, on 8 1/2 x11" paper;
double sided copies will not be accepted.

APPLICATION FOR REGISTRATION AS A FOREIGN LIMITED LIABILITY COMPANY

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE LIMITED LIABILITY COMPANY LAWS, THE UNDERSIGNED HEREBY APPLIES FOR REGISTRATION TO TRANSACT BUSINESS IN NEW HAMPSHIRE AND FOR THAT PURPOSE SUBMITS THE FOLLOWING STATEMENT:

FIRST: The name of the limited liability company is Ganz U.S.A., LLC

SECOND: The name which it proposes to register and do business in New Hampshire is _____

THIRD: It is formed under the laws of Delaware

FOURTH: The date of its formation is 03/27/2007

FIFTH: The nature of the business or purposes to be conducted or promoted in New Hampshire is _____
Wholesale distribution of giftware items

SIXTH: The name of its registered agent in New Hampshire is C T Corporation System

and the **street address**, town/city (including zip code and post office box, if any) of its registered office is
(agent's business address in New Hampshire) 9 Capitol Street, Concord, NH 03301

SEVENTH: The sale or offer for sale of any ownership interests in this business will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B).

State of New Hampshire
Form FLLC 1 - Application for Foreign Registration FLLC 4 Page(s)



T0728831016

*Signature: 
Print or type name: Owen Rogers
Title: Manager
Date signed: 9/27/07
Complete address of person signing: 1 Pearce Road
Woodbridge, ON L4L 3T2
CANADA

* Shall be executed on behalf of the foreign limited liability company by a person with authority to do so under the laws of the state or other jurisdiction of its formation, or, if the foreign limited liability company is in the hands of a receiver, executor, or other court appointed fiduciary, trustee, or other fiduciary, it must be signed by that fiduciary.

DISCLAIMER: All documents filed with the Corporate Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fees, DATED AND SIGNED ORIGINAL, CERTIFICATE OF EXISTENCE OR DOCUMENT OF SIMILAR IMPORT ISSUED BY THE STATE OR COUNTRY OF FORMATION AND FORM SRA to: Corporate Division, Department of State, 107 North Main Street, Concord NH 03301-4989.

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GANZ U.S.A., LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF SEPTEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4324419 8300

070990455



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5978957

DATE: 09-06-07

**Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws**

Part I – Business Identification and Contact Information

Business Name: Ganz U.S.A., LLC
Business Address (include city, state, zip): 60 Industrial Parkway, Unit #043, Cheektowaga, NY
Telephone Number: (800) 724-5902 E-mail: rudyn@ganz.com 14227-9903
Contact Person: Rudy Nadarajah
Contact Person Address (If Different): _____

Part II – Check ONE of the following items in Part II. If more than one item is checked, the form will be rejected.
[PLEASE NOTE: Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. However, you must insure that your business meets all of the requirements spelled out in A), B), and C)]:

1. Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ALL of the following three requirements:
 - A) This business has 10 or fewer owners; and
 - B) Advertising relating to the sale of ownership interests has not been circulated; and
 - C) Sales of ownership interests – if any – will be completed within 60 days of the formation of this business.
2. _____ This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____
3. _____ This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____
4. _____ This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

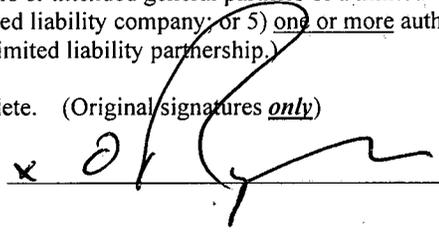
Part III – Check ONE of the following items in Part III:

1. This business is not being formed in New Hampshire.
2. _____ This business is being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities Act.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures only)

Name (print): Owen Rogers Signature: 

Name (print): _____ Signature: _____

Name (print): _____ Signature: _____

Date: 10/9/2007