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Florida Department of State
Division of Corporations
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FOREIGN PROFIT QUALIFICATION

L & K Distributor Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 23, 2000

HUBCO

,

SUBJECT: L & K DISTRIBUTOR INC.
REF: W00000013287

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

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Corporate Resolution

Being that the name **L & K DISTRIBUTOR INC.**. is not available for use in the State of Florida, **L & K DISTRIBUTOR INC.** will choose to transact business in the State of Florida under the name **L & K FOOD DISTRIBUTOR INC.**

Kenneth Groshans
President
L & K Distributor Inc.

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TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. L&K DISTRIBUTOR INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York
(State or country under the law of which it is incorporated)

3. Not Applicable
(FEI number, if applicable)

4. 12/22/99
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6 Robert Drive
Centereach, NY 11720
(Current mailing address)

8. Distributor
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Kenneth Groshans

Office Address: 2726 NE Fifth Avenue

Boca Raton, FL, Florida, 33431
(Zip code)

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10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: **Kenneth Groshans**

Address: **6 Robert Drive, Centereach, NY 11720**

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: **Kenneth Groshans**

Address: **6 Robert Drive, Centereach, NY 11720**

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. **Kenneth Groshans - President**
(Typed or printed name and capacity of person signing application)

State of New York
Department of State

SS:

I hereby certify, that the Certificate of Incorporation of L & K DISTRIBUTOR INC. was filed on 12/22/1999, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

I further certify, that no other documents have been filed by such Corporation.

***

Witness my hand and the official seal of the Department of State at the City of Albany, this 03rd day of May two thousand.

Special Deputy Secretary of State

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