

F 01000000451

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: TONY DOWNS FOODS COMPANY
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

PATTY ANDERSON
(Name of Person) 688883523046--9
-01/04/01--01047--005
*****87.50 *****87.50

TONY DOWNS FOODS COMPANY
(Firm/Company)

400 NORTH ARMSTRONG BLVD.
(Address)

ST. JAMES, MN 56081
(City/State/Zip)

W-1-519
01 JAN 25 AM 9:39
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Should you need to call someone concerning this matter, please call:

PATTY ANDERSON at (507) 375-3111
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

SP



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 9, 2001

PATTY ANDERSON
TONY DOWNS FOODS COMPANY
400 NORTH ARMSTRONG BLVD.
ST. JAMES, MN 56081

SUBJECT: TONY DOWNS FOODS COMPANY
Ref. Number: W0100000519

We have received your document for TONY DOWNS FOODS COMPANY and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 101A00001043

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: RICHARD A. DOWNS

Address: 16750 GULF BLVD. #611
NORTH REDINGTON BEACH, FL 33706

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: DAVID SAWYER

Address: 277 SPOTTIS WOODS COURT
CLEARWATER, FL 33756

Vice President: _____

Address: _____

Secretary: PATTY ANDERSON

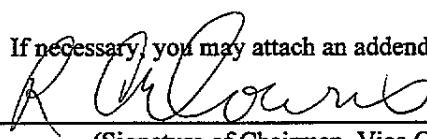
Address: 1116 9TH ST. NORTH
ST. JAMES, MN 56081

Treasurer: _____

Address: _____

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TALLAHASSEE FLORIDA

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

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

14. RICHARD A. DOWNS, CHAIRMAN
(Typed or printed name and capacity of person signing application)

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

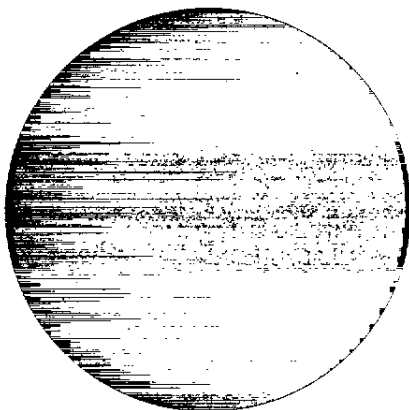
Name: Tony Downs Foods Co.

Date Formed: 10/01/1948

Chapter Governed By: 302A

This certificate has been issued on 11/08/00.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Mary Kiffmeyer
Secretary of State.