

F01000001314

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CHIPS "N" DOUGH, INCORPORATED
(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:

400003517684--7
-01/01/01--01007--005
*****78.75 *****78.75

STEVE DALLAS JOHNSON
(Name of Person)

JOHNSON & JOHNSON LAW FIRM
(Firm/Company)

W01-142

575 N. 7th Street
(Address)

Beaumont, Texas 77702
(City/State and Zip code)

For further information concerning this matter, please call:

STEVE DALLAS JOHNSON at (409) 833-8911
(Name of Person) (Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR -9 AM 7:59

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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

mtw
3/9

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



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 3, 2001

STEVE D. JOHNSON
575 N. 7TH STREET
BEAUMONT, TX 77702

SUBJECT: CHIPS "N" DOUGH, INC.
Ref. Number: W01000000162

We have received your document for CHIPS "N" DOUGH, INC. and your check(s) totaling \$78.75. 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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 001A00000314

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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. CHIPS "N" DOUGH, INCORPORATED
(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. TEXAS (State or country under the law of which it is incorporated)
3. EIN 76-0658909 (FEI number, if applicable)

4. October 26, 2000 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. October 26, 2000
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. P.O. Box 965, Jasper, Texas 75951
(Principal office address)

P.O. Box 965, Jasper, Texas 75951
(Current mailing address)

8. Any and all lawful business
(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: Theresa M. Kenney, Esq.
Office Address: 10110 San Jose Blvd.
Jacksonville, Florida 32257
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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.

[Handwritten Signature]
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: MICHAEL D. SMITH
Address: P.O. Box 965
Jasper, Texas 75951

Vice Chairman: PAM B. SMITH
Address: P.O. Box 965
Jasper, Texas 75951

Director: MICHAEL D. SMITH
Address: P.O. Box 965
Jasper, Texas 75951

Director: PAM B. SMITH
Address: P.O. Box 965
Jasper, Texas 75951

B. OFFICERS

President: MICHAEL D. SMITH
Address: P.O. Box 965
Jasper, Texas 75951

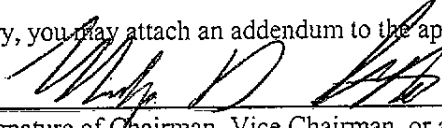
Vice President: PAM B. SMITH
Address: P.O. Box 965
Jasper, Texas 75951

Secretary: PAM B. SMITH
Address: P.O. Box 965, Jasper, Texas 75951

Treasurer: MICHAEL D. SMITH
Address: P.O. Box 965, Jasper, Texas 75951

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TALLAHASSEE, FLORIDA

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. MICHAEL D. SMITH - President
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

CHIPS "N" DOUGH, INCORPORATED
File No. 1603447-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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SECRETARY OF STATE
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on February 27, 2001.*

Henry Cuellar VT
Secretary of State