

FO2000005671

Norma Hull

(Requestor's Name)

OSC

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

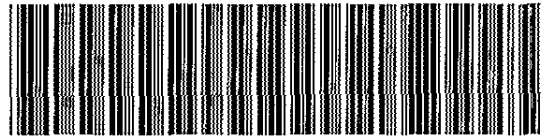
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02 NOV 13 PM 1:02
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
02 NOV 13 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 816900 4803460

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : November 12, 2002

ORDER TIME : 11:15 AM

ORDER NO. : 816900-005

CUSTOMER NO: 4803460

CUSTOMER: Ms. Sue M. Heath
Lowenstein Sandler Pc
65 Livingston Avenue

Roseland, NJ 07068-1791

FOREIGN FILINGS

NAME: DUE AMICI FINE FOODS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

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. Due Amici Fine Foods, 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. Delaware (State or country under the law of which it is incorporated)
3. Pending (FEI number, if applicable)

4. December 4, 2001 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(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. 777 Yamato Road, Suite 300, Boca Raton, FL 33431
(Principal office address)

777 Yamato Road, Suite 300, Boca Raton, FL 33431
(Current mailing address)

marketing and sales of food products

8. (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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

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STATE OF FLORIDA
TALLAHASSEE

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.

Corporation Service Company
Lynette Coleman
(Registered agent's signature) as its agent

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: John Cammarano

Address: 777 Yamato Road, Suite 300

Boca Raton, FL 33431

Vice Chairman: Glenn Robinson

Address: 777 Yamato Road, Suite 300

Boca Raton, FL 33431

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: John Cammarano/Glenn Robinson

Address: 777 Yamato Road, Suite 300

Boca Raton, FL 33431

Vice President: _____

Address: _____

Secretary: Glenn Robinson

Address: 777 Yamato Road, Suite 300, Boca Raton, FL 33431

Treasurer: John Cammarano

Address: 777 Yamato Road, Suite 300, Boca Raton, FL 33431

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. Glenn Robinson, President

(Typed or printed name and capacity of person signing application)

Delaware

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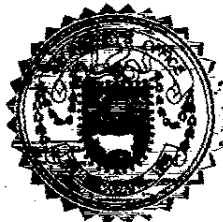
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DUE AMICI FINE FOODS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF NOVEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DUE AMICI FINE FOODS, INC." WAS INCORPORATED ON THE FOURTH DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3463989 8300

AUTHENTICATION: 2083333

020694948

DATE: 11-12-02