

F980000005369

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Premium Brands, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

200002541892--0
-06/01/98--01035--005
****70.00 ****70.00

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.

W98-12455

Please return all correspondence concerning this matter to the following: 200002541892--0
-09/24/98--01086--001
***1150.00 ***1150.00

Martin J. Ganderson, Esquire
(Name of Person)

Martin J. Ganderson, Attorney-at-Law
(Firm/Company)

Suite 200, 409 Bank Street
(Address)

Norfolk, Virginia 23510
(City/State/Zip)

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DIVISION OF CORPORATIONS
98 SEP 24 PM 2:00

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

Martin J. Ganderson, Esquire at (757) 622-0505
(Name of Person) (Area Code & Daytime Telephone Number)

mtm
9/24

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



pg. 610

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 1, 1998

MARTIN J. GANDERSON, ESQ.
MARTIN J. GANDERSON, ATTORNEY AT LAW
SUITE 200, 409 BANK STREET
NORFOLK, VA 23510

SUBJECT: PREMIUM BRANDS, INC.
Ref. Number: W98000012455

We have received your document for PREMIUM BRANDS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 698A00030676

98 SEP 24 PM 2:01

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 25, 1998

MARTIN J. GANDERSON, ESQ.
MARTIN J. GANDERSON, ATTORNEY AT LAW
SUITE 200, 409 BANK STREET
NORFOLK, VA 23510

SUBJECT: PREMIUM BRANDS, INC.
Ref. Number: W98000012455

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for PREMIUM BRANDS, INC..

The referenced application states that the corporation has transacted business in the State of Florida since January 1, 1997. You were notified by letter dated June 1, 1998, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$1150.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Michael Mays
Document Specialist Letter No. 998A00043928

Enclosure

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98 SEP 21 PM 2:01

**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. Premium Brands, 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. Virginia 3. 54-1692120
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 3, 1993 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1997
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2493 Las Brisas Drive, Virginia Beach, Virginia 23456
(Current mailing address)

8. Wine broker
(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: Paul Baker

Office Address: 86 Isle of Venice, Apt. 2

Ft. Lauderdale, Florida, 33301
(Zip code)

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.

Paul Baker
(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.

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Nicholas Skliris

Address: 2493 Las Brisas Drive

Virginia Beach, Virginia 23456

Director: _____

Address: _____

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

President: Nicholas Skliris

Address: 2493 Las Brisas Drive

Virginia Beach, Virginia 23456

Vice President: _____

Address: _____

Secretary: Nicholas Skliris

Address: 2493 Las Brisas Drive

Virginia Beach, Virginia 23456

Treasurer: Nicholas Skliris

Address: 2493 Las Brisas Drive

Virginia Beach, Virginia 23456

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. Nicholas Skliris, President; Secretary and Treasurer

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

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DIVISION OF CORPORATIONS
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Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

PREMIUM BRANDS, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is December 03, 1993.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: April 23, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission