



THE UNITED STATES
CORPORATION
COMPANY

F99000000715

ACCOUNT NO. : 072100000032

REFERENCE : 125218 4336650

AUTHORIZATION : *Patricia Pizotti*

COST LIMIT : \$ 78.75

ORDER DATE : February 5, 1999

ORDER TIME : 10:33 AM

ORDER NO. : 125218-005

CUSTOMER NO: 4336650

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W99-2997

CUSTOMER: James H. Barrett, esq
Baker & McKenzie
1200 Brickwell Avenue
19th Floor
Miami, FL 33131

FOREIGN FILINGS

NAME: BENSIDOUN USA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -5 AM 10:28

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2/8



FLORIDA DEPARTMENT OF STATE 99 FEB -8 AM 9:53
Katherine Harris
Secretary of State
DIVISION OF CORPORATION

February 5, 1999

CSC

SUBJECT: BENSIDOUN USA INC
Ref. Number: W99000002997

RESUBMIT
Please give original
submission date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A brief description of the entity's nature of business must be included in the document.

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: 499A00005207

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -5 AM 10:28

**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. BENSIDOWN USA 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. ILLINOIS
(State or country under the law of which it is incorporated)
3. 364099538
(FEL number, if applicable)
4. JULY 08TH 1996
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. FEBRUARY 5, 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. PO BOX 1046 DANIA, FLORIDA 33304
(Current mailing address)
8. LICENSING REAL PROPERTY TO VENDORS FOR PURPOSES OF CONDUCTING A FARMERS MARKET
(Purpose(s) of corporation authorized in home state or country to be carried out in the 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
(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.

Corporation Service Company

By: [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 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: Rolland Bensidoun

Address: 6-8 rue Eugene Pelletan

94100 Saint-Maur FRANCE

Director: _____

Address: _____

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

President: See attached officers/directors rider MR. ROLLAND BENSIDOUN

Address: 6/8 RUE EUGENE PELLETAN 94100 SAINT-MAUR (FRANCE)

Vice President: MR. PASCAL BENSIDOUN & MR. SEBASTIEN BENSIDOUN

Address: 6/8 RUE EUGENE PELLETAN 94100 SAINT-MAUR (FRANCE)

Secretary: MR. SEBASTIEN BENSIDOUN

Address: 6/8 RUE EUGENE PELLETAN 94100 SAINT-MAUR (FRANCE)

Treasurer: MR. SEBASTIEN BENSIDOUN

Address: 6/8 RUE EUGENE PELLETAN 94100 SAINT-MAUR (FRANCE)

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

13. Bensidoun

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

14. SEBASTIEN BENSIDOUN VICE-PRESIDENT

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

FILED
SECRETARY OF STATE
DIVISION OF OPERATIONS
99 FEB -15 AM 10:28

File Number 5894-608-7



To all to whom these Presents Shall Come, Greeting,

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that BENSIDOUN USA, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JULY 8, 1996, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 5 AM 10:20



In Testimony Whereof, *I hereto set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this 5TH
day of JANUARY *A.D., 19* 99

George H Ryan

SECRETARY OF STATE