

M9700000252

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BROWARD: (954) 763-5801  
TELEFAX: (305) 944-3345

February 18, 1997

100002095071--2  
-02/24/97--01011--002  
\*\*\*\*\*552.50 \*\*\*\*\*552.50

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

100002095071--2  
-02/24/97--01011--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Prairie Foods, L.L.C.  
Our File No.: 1493.1

200002173972--5  
-05/09/97--01137--001  
\*\*\*\*\*703.75 \*\*\*\*\*703.75

To Whom It May Concern:

Please find enclosed an Application to register a foreign limited liability company to transact business in Florida. Also enclosed is a current Certificate of Existence for the foreign limited liability company and my checks totaling \$640.00 for the filing fee, Affidavit of Membership and Contributions, and the Designation of Registered Agent. Please register this foreign limited liability company to transact business in Florida, and return a letter of acknowledgement to the undersigned.

Sincerely,

  
IRA R. SHAPIRO

IRS/11p  
Encls.

1p129973

M97-252

Name Available	RE 59
Examiner	RE
Updater	RE
Updater Verifier	RE
Acknowledgement	RE
W. P. Verlyer	RE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -9 AM 11:30



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 26, 1997

IRA R. SHAPIRO  
13899 BISCAYNE BLVD., SUITE 400  
SENATOR BUILDING  
MIAMI, FL 33181

SUBJECT: PRAIRIE FOODS, L.L.C.  
Ref. Number: W97000004349

We have received your document for PRAIRIE FOODS, L.L.C. and your check(s) totaling \$640.00. 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 \$1203.75.

There is a balance due of \$703.75.

If you have any questions concerning the filing of your document, please call (904) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 497A00010119

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DIVISION OF CORPORATIONS  
97 MAY - 9 AM 11:30

**IRA R. SHAPIRO, P.A.**

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May 7, 1997

**VIA U.S. POSTAL SERVICE PRIORITY MAIL**

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**Attn.: Ms. Tammi Cline**  
**Document Specialist**

Re: PRAIRIE FOODS, L.L.C.  
Your Ref. No.: W97000004349

Dear Ms. Cline:

I previously submitted an application for qualification of the above-referenced entity to do business in Florida. You sent me a note on February 26, 1997 which indicated that the amount of money that was enclosed with the application was short by \$703.75. My check for that amount is now enclosed. Please proceed with the registration of this entity for it to do business here in Florida, and return proof of registration to the undersigned at your earliest convenience.

Please also make a note to correct a typographical error on our original application. The business' correct address is 1216 Washington Avenue, Miami Beach, Florida 33139; and not 1261 Washington Avenue, which is how it appeared on the original application.

Sincerely,

  
IRA R. SHAPIRO

IRS/llp  
Encls.

lp57971

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DIVISION OF CORPORATIONS  
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## APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:**

1. PRAIRIE FOODS, L.L.C.  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 51-0370341  
(FEI number, if applicable)
4. October 12, 1995  
(Date of Organization)
5. 2004  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. August 1, 1996  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1216 Washington Avenue  
Miami Beach, FL 33139  
(Street address of principal office)

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 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 97 MAY - 9 AM 11:30

8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.  
(attach additional page if necessary)

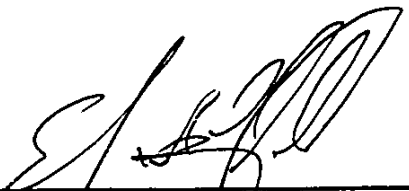
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
RCF South Beach Corp.	MGRM	Royal Canadian Ventures, Inc.	MGRM
c/o Royal Canadian Foods Corp.		5700 Collins Ave., Suite 7-G	
1004 2nd Avenue		Miami Beach, FL 33140	
New York, NY 10022			

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of \_\_\_\_\_

PRAIRIE FOODS, L.L.C. \_\_\_\_\_ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 300,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ -0- . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 300,000.00 . This total includes amounts from 2 and 3 above.

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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**Filing Fee: \$ 52.50 for Affidavit**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: PRAIRIE FOODS, L.L.C.

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2. The name and address of the registered agent and office is:

IRA R. SHAPIRO, ESQUIRE

(Name)

13899 Biscayne Blvd., #400

(P.O. Box or Mail Drop Box **NOT** acceptable)

Miami, FL 33181

(City/State/Zip)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -9 AM 11:30

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Signature)

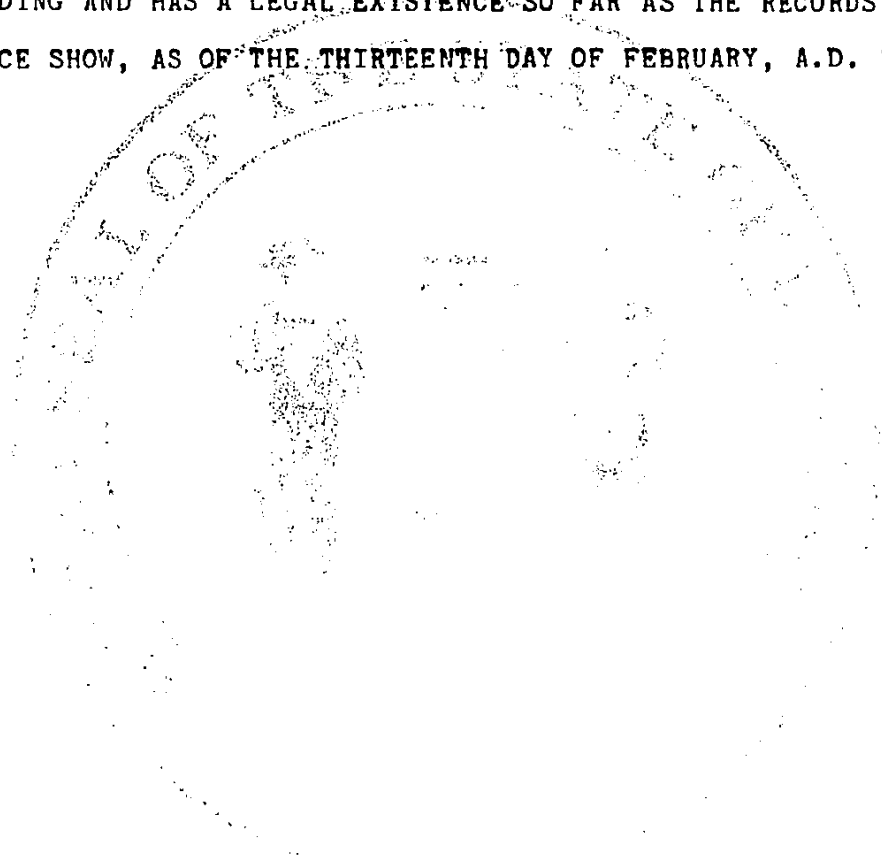
1-29-97  
(Date)

*State of Delaware*

*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRAIRIE FOODS, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF FEBRUARY, A.D. 1997.



*Edward J. Freel*

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*Edward J. Freel, Secretary of State*

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971048167

AUTHENTICATION: 8329926  
DATE: 02-13-97