



F0000000675

ACCOUNT NO. : 072100000032
REFERENCE : 570370 4304937
AUTHORIZATION : *Patricia Tzvet*
COST LIMIT : \$ 70

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB -2 AM 8:42

ORDER DATE : January 31, 2000
ORDER TIME : 4:02 PM
ORDER NO. : 570370-005
CUSTOMER NO: 4304937

400003121954--2

CUSTOMER: Anne T. Leland, Legal Asst
Mintz, Levin, Cohn, Ferris,
One Financial Center
Boston, MA 02111

FOREIGN FILINGS

NAME: TOAST INCORPORATED

6

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

RECEIVED
00 FEB -2 PM 4:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Christine Lillich

JK
2/7/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 2, 2000

CHRISTINE LILICH
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: TOAST INCORPORATED
Ref. Number: W00000003025

RESUBMIT

Please give original
submission date as file date.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB -2 AM 8:42

We have received your document for TOAST INCORPORATED and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please specify a PURPOSE for the corporation in Item 8.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 100A00005093

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

RECEIVED
00 FEB -7 PM 3:19

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED IN STATE SECRETARY OF CORPORATIONS 00 FEB -2 AM 8:42

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. Toast 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. Delaware (State or country under the law of which it is incorporated) 3. (FEI number, if applicable)

4. April 13, 1998 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. January, 2000 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3300 North Port Royale Drive, #448 Fort Lauderdale, Florida 33308 (Current mailing address)

8. All legal business allowed by the State of Florida (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 (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] Assn. V.P. (Registered agent's signature) (Timothy J. O'Brien)

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)

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DIVISION OF CORPORATIONS
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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.
President (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael J. Rothberg
(Typed or printed name and capacity of person signing application)

Application by Foreign Corporation for Authorization to Transact Business in Florida

List of Officers and Directors

Toast Incorporated

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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President Michael J. Rothberg
3300 North Port Royale Drive, #448
Fort Lauderdale, FL 33308

Treasurer = Michael J. Rothberg
3300 North Port Royale Drive, #448
Fort Lauderdale, FL 33308

Secretary = Gioel Molinari
3300 North Port Royale Drive, #448
Fort Lauderdale, FL 33308

Assistant Secretary = Stanford N. Goldman, Jr.
One Financial Center
Boston, MA 02111

Director = Michael J. Rothberg
3300 North Port Royale Drive, #448
Fort Lauderdale, FL 33308

State of Delaware
Office of the Secretary of State

PAGE

SECRETARY OF STATE
DIVISION OF CORPORATIONS
100 FEB -2 AM 8:42

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOAST INCORPORATED" 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 THIRTY-FIRST DAY OF JANUARY, A.D. 2000.

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.



Edward J. Freel

Edward J. Freel, Secretary of State

2883371 8300

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AUTHENTICATION:

0227190

DATE:

01-31-00