



THE UNITED STATES  
CORPORATION  
COMPANY

# F00000000675

ACCOUNT NO. : 072100000032

REFERENCE : 570370 4304937

AUTHORIZATION :

*Patricia Pugh*

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

400003121954--2

CUSTOMER NO: 4304937

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  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

*2/7/00*

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



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 2, 2000

CHRISTINE LILlich  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: TOAST INCORPORATED  
Ref. Number: W00000003025

**RESUBMIT**

Please give original  
submission date as file date.

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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

RECEIVED  
00 FEB -7 PM 3:19  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314

**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.*

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

4. **April 13, 1998** 5. **Perpetual**  
(Date of incorporation) (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]* Asst. 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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**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. Michael J. Rothberg  
**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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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

TRADOCS:1282251.1(RH#3011.DOC)

*State of Delaware*  
*Office of the Secretary of State*

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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

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001047711

AUTHENTICATION:

0227190

DATE:

01-31-00