

Document Number Only

F00000002863

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

400003261674--6
-05/22/00--01075--019
*****70.00 *****70.00

Corporation(s) Name

Best Brands Corp

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 22 PM 2:01

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA 3K
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS 5/22
<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

Name Availability: _____
Document Examiner: _____
Updater: _____
Verifier: _____
Acknowledgement: _____
W.P. Verifier: _____

MAY 22 2000

Please Return Extra
Copies File Stamped
To:
Melanie Strickland

Thank You!

RECEIVED
00 MAY 22 PM 12:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

3K 5/22

CONSENT TO USE OF NAME

Best Brands, LLC, a non-Florida limited liability company organized under the laws of the State of Delaware, having an effective registered name, hereby consents to the qualification of its affiliate, Best Brands Corp. in the State of Florida.

IN WITNESS WHEREOF, the said Best Brands, LLC has caused this consent to be executed by its Vice President this 10 day of May, 2000.

BEST BRANDS, LLCBy: Michael J. SchulerIts: Vice President

FILED
STATE
DIVISION OF CORPORATIONS
00 MAY 22 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 22 PM 2:01

1. Best Brands Corp.
(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. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5-12-00 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 445 Hutchinson Avenue, Suite 800, Columbus, Ohio 43235
(Current mailing address)
8. Produce and distribute specialty baked goods
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

C T Corporation System

Joyce A. Gilbert Joyce A. Gilbert
(Registered agent's signature) JOYCE A. GILBERT
ASSISTANT SECRETARY

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)

Director:

~~Chairman:~~ Paul H. Cascio

Address: 20600 Chagrin Blvd., Suite 1150, Cleveland, Ohio 44122

Director

~~Vice Chairman:~~ G. Scott Humphrey

Address: 445 Hutchinson Avenue, Suite 800, Columbus, Ohio 43235

Director: Robert P. Pinkas

Address: 20600 Chagrin Blvd., Suite 1150, Cleveland, Ohio 44122

Director: Douglas A. Smith

Address: 445 Hutchinson Avenue, Suite 800, Columbus, Ohio 43235

Director: Harry S. Sunenshine, 445 Hutchinson Parkway, Suite 800, Columbus, Ohio 43235

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

President: Douglas A. Smith

Address: 445 Hutchinson Avenue, Suite 800, Columbus, Ohio 43235

Executive

Vice President: G. Scott Humphrey

Address: 445 Hutchinson Avenue, Suite 800, Columbus, Ohio 43235

Secretary: James M. Hill

Address: 200 Public Square, Suite 2300, Cleveland, Ohio 44114

Executive Vice President

Treasurer: Harry S. Sunenshine

Address: 445 Hutchinson Avenue, Suite 800, Columbus, Ohio 43235

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. James M. Hill, Secretary

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

State of Delaware
Office of the Secretary of State


PAGE 1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 22 PM 2:01

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "BEST BRANDS CORP." 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 FIFTEENTH DAY OF MAY,
A.D. 2000. - - - - -

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE NOT BEEN ASSESSED TO DATE.




Edward J. Freel, Secretary of State

3228620 8300

001246229

AUTHENTICATION:

0438313

DATE:

05-15-00