

F00000003080

New Leaf Market, Inc.
1235 Apalachee Parkway
Tallahassee, FL 32301

May , 2000


Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-05/31/00--01066--014
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed is a duly executed Application by Foreign Not For Profit Corporation for Authorization to Conduct its Affairs in Florida and a check for the filing fee in the amount of \$70.00. If there are any problems with this filing, please contact the undersigned.

Sincerely,


Name: LARRANE HARTRIDGE
Daytime phone no.: (850) 942-2557

RECEIVED
00 MAY 31 PM 12:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
00 MAY 31 PM 12:57
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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MAY31, 2000

TO: State of Florida
Div. of Corporations
Secretary of State


From:
Board of Directors and Corporate Officers New Leaf Market, Inc.

Apalachee Pkwy
Tallahassee, Fl 32301

This is to inform you that New Leaf Market, inc. does not intend to revoke our Dissolution of the Florida corporation "New Leaf Market, Inc."

It was dissolved so that the Minnesota entity "New Leaf Market, INC." can conduct business in Florida. The officers and Directors of New Leaf Market, Inc., the Florida Entity are aware that the Minnesota entity "New Leaf Market, Inc." will be transacting business in Florida and using the name "New Leaf Market, Inc.", and we have no objection to that.

Corporate President


Gretchen Hardin

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:**

1. NEW LEAF MARKET, INC.
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. MINNESOTA 3. 59-156 1741
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MAY 17, 2000 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 1, 2000
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 675 23rd Avenue, N.W.
SAUK RAPIDS, MN 56379
(Current mailing address)

8. CONDUCTING A RETAIL GROCERY BUSINESS
(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:

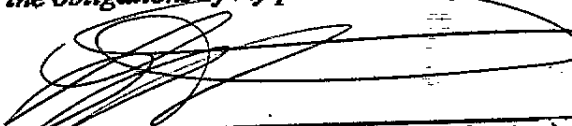
LARRANE HARTRIDGE
(Name)

1235 APALACHEE PARKWAY
(Office address)

TALLAHASSEE, Florida, 32301
(City) (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.


(Registered agent's signature)

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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: CHUCK HUNGERFORD

Address: 4170 TUCKER DRIVE
TALLAHASSEE, FL 32301

Vice Chairman: KEITH DELHOMME

Address: 1614 SOUTH MERIDIAN 3
TALLAHASSEE, FL 32301

Director: ROBBY HANSEN

Address: 3850 IMAGINARY ROAD
TALLAHASSEE, FL 32308

Director: ANGELE LEGRAND

Address: 1235 APALACHEE PARKWAY
TALLAHASSEE, FL 32301

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

President: GRETCHEN HARDIN

Address: 2032 WEDGEWOOD DRIVE
TALLAHASSEE, FL 32311

Vice President: BARRY PRITZKER

Address: 5494 CHARLES SAMUEL DR
TALLAHASSEE, FL 32308

Secretary: GRETCHEN HARDIN

Address: 2032 WEDGEWOOD DRIVE TALLAHASSEE, FL 32311

Treasurer: KEITH DELHOMME

Address: 1614 SOUTH MERIDIAN TALLAHASSEE, FL 32301

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

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

GRETCHEN M. HARDIN

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Additional Directors

Director: KEN ROSS
Address: 8824-G FREEDOM ROAD
TALLAHASSEE, FL 32310
Director: JUNE WATTS
Address: 2016 OLD FORT DRIVE
TALLAHASSEE, FL 32307

00 MAY 31 PM 12:57
TALLAHASSEE
SECRETARY OF STATE
DIVISION OF CORPORATIONS

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the Chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

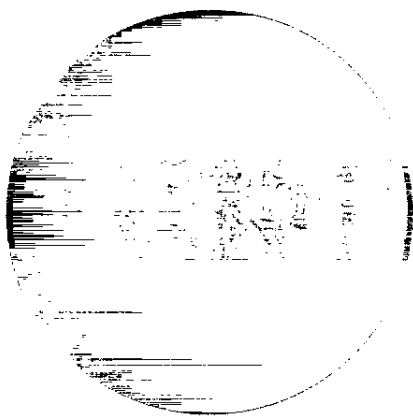
NAME: New Leaf Market, Inc.

DATE FORMED: 05/17/2000

CHAPTER GOVERNED BY: 308A

This certificate has been issued on May 17, 2000.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 31 PM 12:57



Mary Kiffmeyer
Secretary of State.