



THE UNITED STATES
CORPORATION
COMPANY

FOI0000001340

ACCOUNT NO. : 072100000032

REFERENCE : 002712 5159715

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 13, 2001

ORDER TIME : 5:06 PM

ORDER NO. : 002712-005

CUSTOMER NO: 5159715

CUSTOMER: Mr. Damien Mcnellis
O.r.a. Corporation Dba Delimex
7878 Airway Road
San Diego, CA 92154

CF-3450

300003718073--1
-02/19/01--01037--002
****78.75 ****78.75

300003718073--1
-03/09/01--01084--021
***2500.00 ***2500.00

FOREIGN FILINGS

NAME: O.R.A. CORPORATION

300003718073--1
-03/09/01--01084--022
****950.00 ****950.00

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ PLAIN STAMPED COPY
XX _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

DIVISION OF CORPORATION
01 FEB 19 AM 9 08

RECEIVED

EXAMINER:
01 FEB 19 PM 2 39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

3933
01 FEB 19 PM 2 38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

2/19



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

OCT 27 2000

ACCOUNTS PAYABLE

October 20, 2000

O.R.A. CORPORATION
DELIMEX
7878 AIRWAY RD
SAN DIEGO, CA 92154-8305

FILED
01 FEB 19 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEI #: 33-00664029

To Whom It May Concern:

Based upon a comparison of our corporate database with data provided by the Florida Department of Revenue, it appears that this corporation may be transacting business in Florida without authority from the Florida Department of State, Division of Corporations, to do so.

According to data obtained from the Florida Dept. of Revenue in accordance with section 213.053(14), Florida Statutes, this entity is currently registered as obligated to file a corporation income tax return with the State of Florida. Because the corporation conducts sufficient business activities within the state of Florida to warrant its compliance with Florida's revenue laws, it is incumbent upon the corporation to review and determine whether and how sections 607.1501-607.1532, Florida Statutes, (a copy of which are enclosed) apply to its present situation.

If, after reviewing the enclosed, you determine the corporation is presently transacting business in Florida within the meaning of s. 607.1501, F.S., complete and submit the enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida" along with the appropriate fees and documentation. If the corporation is not presently transacting business in Florida, complete and submit the enclosed "Statement Concerning Authority to Transact Business in Florida by a Foreign Corporation".

To avoid the necessity of any further action on the part of this office, you must return one of the appropriate forms mentioned above within the next thirty (30) days. Should you have any questions regarding this matter, you may call the Registration/Tax Lien Section at (850) 487-6091, or write P.O. Box 6327, Tallahassee, Florida 32314.

PLEASE NOTE THE DIVISION OF CORPORATIONS RECOMMENDS THAT CORPORATE DOCUMENTS BE REVIEWED BY YOUR LEGAL COUNSEL. THE DIVISION OF CORPORATIONS IS MERELY A FILING AGENCY AND AS SUCH DOES NOT RENDER ANY LEGAL, ACCOUNTING, OR TAX ADVICE. THE PROFESSIONAL ADVICE OF YOUR LEGAL COUNSEL TO ASCERTAIN EXACT COMPLIANCE WITH ALL STATUTORY REQUIREMENTS IS STRONGLY RECOMMENDED.

Division of Corporations



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED
01 FEB 19 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 20, 2001

SUSIE KNIGHT
CSC

SUBJECT: O.R.A. CORPORATION
Ref. Number: W01000003933

RESUBMIT

Please give original
submission date as file date.

We have received your document for O.R.A. CORPORATION and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION
DOCUMENT SPECIALIST indicated.

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that O.R.A. CORPORATION has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 1998, as the initial date of transacting business in the State of Florida.

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/uniform business report and penalty fees is \$3450.00.

If you have any questions concerning the filing of your document, please call (850) 487-6917.

Gretchen Harvey

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR -9 AM 11:30
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY

Document Specialist Supervisor

Letter Number: 401A00010524

FILED
01 FEB 19 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
01 FEB 19 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Michael J Chaignot, do hereby certify
(Name)

that this Resolution of the Board of Directors of O.R.A. Corporation

(Corporate Name)

a corporation duly organized and existing under the laws of the State of California,

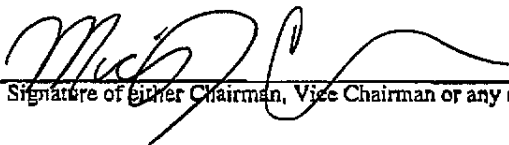
was duly adopted on March 1, 19 2001

Be it resolved, that O.R.A. Corporation,
(Corporate Name)

organized and existing in the State of California, hereby adopts the name

Delimex, INC. for use in Florida.

Dated: 3/1/01



Signature of either Chairman, Vice Chairman or any officer

Michael J Chaignot

Type or print name

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

1. QRA Corporation

(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. California

(State or country under the law of which it is incorporated)

3. 33-0066402

(FEI number, if applicable)

4. 10/29/84

(Date of incorporation)

5. perpetual

(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. 780 Bay Blvd, Ste 100

Chula Vista, CA 91910

(Current mailing address)

8. Sale of frozen food intended for human consumption.

(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 St.

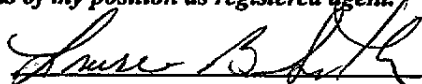
Tallahassee

, 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.



(Registered agent's signature)

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: SEE ATTACHED

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: SEE ATTACHED

Address:

Vice President:

Address:

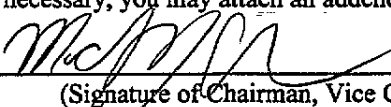
Secretary:

Address:

Treasurer:

Address:

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

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

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

FILED
01 FEB 18 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

O.R.A. Corporation d.b.a. Delimex
33-00664402

List of Directors and Officers

Directors

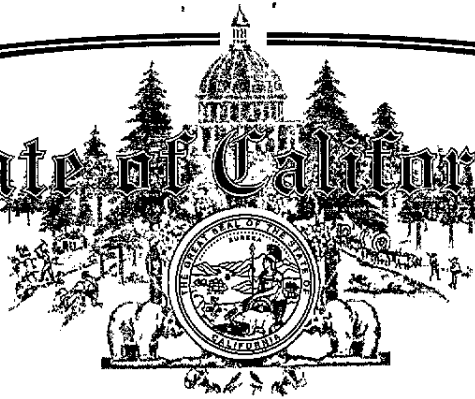
Pedro Luis Duran	780 Bay Blvd., Suite 100	Chula Vista, CA 91910
Oscar M. Ancira, Jr.	780 Bay Blvd., Suite 100	Chula Vista, CA 91910
Peter Lamm	152 West 57th Street	New York, NY 10019
Richard C. Dresdale	152 West 57th Street	New York, NY 10019
Mark R. Genender	152 West 57th Street	New York, NY 10019
Kathleen MacDonnell	780 Bay Blvd., Suite 100	Chula Vista, CA 91910

Officers

Kathleen MacDonnell	President	780 Bay Blvd., Suite 100	Chula Vista, CA 91910
Oscar M. Ancira, Jr.	Corporate Communications	780 Bay Blvd., Suite 100	Chula Vista, CA 91910
Dori Reap	Vice President, CFO	780 Bay Blvd., Suite 100	Chula Vista, CA 91910
Eric Brenk	VP, Operations	7878 Airway Rd.	San Diego, CA 92154
Bill Parker	VP, Sales	780 Bay Blvd., Suite 100	Chula Vista, CA 91910
Roberto Pina	General Manager	780 Bay Blvd., Suite 100	Chula Vista, CA 91910
Peter Lamm	VP	152 West 57th Street	New York, NY 10019
Richard C. Dresdale	VP	152 West 57th Street	New York, NY 10019
Mark R. Genender	VP, Treasurer and Secretary	152 West 57th Street	New York, NY 10019
Mike Chaignot	Assistant Secretary and Assistant Treasurer	780 Bay Blvd., Suite 100	Chula Vista, CA 91910

FILED
01 FEB 19 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED
01 FEB 19 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **29th day of October, 1984, O.R.A. CORPORATION** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

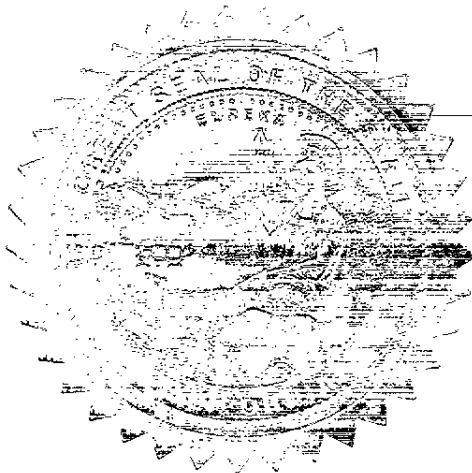
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of December 28, 2000.



Bill Jones
BILL JONES
Secretary of State

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