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TOWSON, MD

WASHINGTON, D.C.

May 2, 2001

Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Next Day Gourmet, Inc.

Dear Sir or Madam:

Enclosed herewith for filing please find an Application By Foreign Corporation For Authorization To Transact Business In Florida along with a Certificate of Good Standing and the Transmittal Letter for the above referenced corporation. Also enclosed please find a check in the amount of \$87.50 representing the filing fee.

Please forward me evidence of filing as soon as it becomes available.

Thank you for your attention to this matter. If you have any questions or need further information please call me at 410-385-3654.

Sincerely,



Aileen D. Collender
Legal Assistant

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with
5/8

Enclosures

**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. Next Day Gourmet, Inc.
(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. 52-2190438
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/10/99 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 9755 Patuxent Woods Drive, Columbia, MD 21046
(Principal office address)
9755 Patuxent Woods Drive, Columbia, MD 21046
(Current mailing address)
8. The sale of restaurant equipment and supplies.
(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
(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.

Corporation Service Company

Lisa G. Mulligan LISA G. MULLIGAN, ASST. VP
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

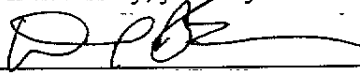
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. David B. Eberhardt, Assistant Secretary
(Typed or printed name and capacity of person signing application)

FILED
01 MAY -7 AM 11:24
SEC. OF REVENUE
TOLSON

Officers and Directors of
NEXT DAY GOURMET, INC.

Officer Name

Title

Address

James L. Miller	Chief Executive Officer, President, Assistant Secretary & Assistant Treasurer	01 MAY -7 9755 Patuxent Woods Drive, Columbia, MD 21046
David M. Abramson	Executive Vice President & Secretary	9755 Patuxent Woods Drive, Columbia, MD 21046
Mark P. Kaiser	Executive Vice President	9755 Patuxent Woods Drive, Columbia, MD 21046
James R. Sutton	Executive Vice President	9755 Patuxent Woods Drive, Columbia, MD 21046
Ernie J. Smith	Executive Vice President	9755 Patuxent Woods Drive, Columbia, MD 21046
David Whipple	Executive Vice President	9755 Patuxent Woods Drive, Columbia, MD 21046
W. McFall Pearce	Executive Vice President	800 International Drive, Greenville, SC 29615
Robert A. Soule	Vice President & Assistant Treasurer	9755 Patuxent Woods Drive, Columbia, MD 21046
Pete Smith	Vice President	1550 Norwood, Suite 225, Hurst, TX 76054
Robert Cogswell	Vice President	1685 West Cheyenne Ave., North Las Vegas, NV 89030
Tim Lee	Vice President	9755 Patuxent Woods Drive, Columbia, MD 21046
Bill Loe	Vice President	800 International Drive, Greenville, SC 29615
Dale Brown	Vice President	145 Hammit Lane, Salem, VA 24153
Scott Miller	Vice President	8024 Telegraph Road, Severn, MD 21144
Craig Cunningham	Vice President	One Sexton Drive, Glendale Heights, IL 60139
Rick Barnhardt	Vice President	9755 Patuxent Woods Drive, Columbia, MD 21046
David Bailey	Vice President	201 Beacham Street, Everett, MA 02149
David Ickes	Vice President	1200 Hoover Ave., Lehigh Valley, PA 18109
Skip White	Vice President	125 Fort Mill Parkway, Fort Mill, SC 29715
Robert W. Gillison	Treasurer	9755 Patuxent Woods Drive, Columbia, MD 21046
David B. Eberhardt	Assistant Secretary	9755 Patuxent Woods Drive, Columbia, MD 21046
Faith E. Harrison	Assistant Secretary	9755 Patuxent Woods Drive, Columbia, MD 21046
Joseph Detzler	Assistant Treasurer	1550 Norwood, Suite 225, Hurst, TX 76054

Hugh Reilly
Doug Taylor
Greg Johnson

Assistant Treasurer
Assistant Treasurer
Assistant Treasurer

601 Hawthorne Dr., Ste. 200, Hollidaysburg, PA 16648
145 Hammit Lane, Salem, VA 24153
1201 Park Center Drive, Vista, CA 92083

Director Name

Address

James L. Miller
David M. Abramson

9755 Patuxent Woods Drive, Columbia, MD 21046
9755 Patuxent Woods Drive, Columbia, MD 21046

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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEXT DAY GOURMET, INC." 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 FOURTH DAY OF APRIL, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
01 MAY -7 PM 1:24
TALBOT



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1064083

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DATE: 04-04-01