



F01000004791

ACCOUNT NO. : 072100000032

REFERENCE : 498341 4324949

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
01 NOV 30 PM 12: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 29, 2001

ORDER TIME : 10:49 AM

ORDER NO. : 498341-040

CUSTOMER NO: 4324949

CUSTOMER: Lynn P. Hausner, Paralegal
Phillips Lytle Hitchcock
3400 Hsbc Center

Buffalo, NY 14203-2337

Patricia Pigute

RECEIVED
01 NOV 30 AM 11:35
DEPARTMENT OF STATE
DIVISION OF COMMERCE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

BK

NAME: RICH'S INC.

6

8000004700088--2

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Rich's, 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

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

3. 31-1387980

(FEI number, if applicable)

4. August 16, 2001

(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. 1150 Niagara Street

Buffalo, NY 14213

(Current mailing address)

8. Sale + marketing of frozen food products

(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

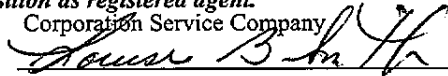
Tallahassee, Florida, 32301

(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



(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. William E. Grieshaber Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William E. Grieshaber Jr.
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIRECTORS OF RICH'S, INC.

Robert E. Rich	1150 Niagara Street Buffalo NY 14213
Robert E. Rich, Jr.	1150 Niagara Street Buffalo NY 14213
David A. Rich	1150 Niagara Street Buffalo NY 14213
Melinda R. Rich	1150 Niagara Street Buffalo NY 14213
Vicki D. Rich	1150 Niagara Street Buffalo, NY 14213
Herbert R. Kusche	1150 Niagara Street Buffalo, NY 14213
Jonathan Golden	2800 One Atlantic Center 1201 W. Peachtree St. Atlanta GA 30309
William G. Gisel, Jr.	1150 Niagara Street Buffalo, NY 14213
Frank W. Holas	McKinnon Airport Rd. St. Simon's Island, GA 31522
Grace Rich	1150 Niagara Street Buffalo, NY 14213

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OFFICERS OF RICH'S, INC.

Robert E. Rich	Chairman of Bd.	1150 Niagara St. Buffalo, NY 14213
Robert E. Rich, Jr.	President/Co-CEO	1150 Niagara St. Buffalo, NY 14213
David A. Rich	VP, Secretary	1150 Niagara St. Buffalo, NY 14213
Charles R. Trego, Jr.	CFO/Exec. VP Treasurer	1150 Niagara St. Buffalo, NY 14213
William G. Gisel, Jr.	Chief Operating Officer	1150 Niagara St. Buffalo, NY 14213
Melinda R. Rich	Exec VP Innovation/ REG	1150 Niagara St. Buffalo, NY 14213
Vicki D. Rich	VP Hospitality/ Customer Relations	1150 Niagara St., Buffalo, NY 14213
Michael G. Bingham	Exec. VP Operations	One West Ferry St. Buffalo, NY 14213
Brian Townson	Sr. Vice President	1150 Niagara St. Buffalo, NY 14213
Maureen O. Hurley	Exec. Vice President/ General Counsel	1150 Niagara St. Buffalo, NY 14213
Kevin Malchoff	Exec. VP, Sales & Marketing	1150 Niagara St. Buffalo, NY 14213
Paul L. Klein	VP, IS/CIO	1150 Niagara St. Buffalo, NY 14213
Juan Menjivar	VP Research and Development	One West Ferry St., Buffalo, NY 14213
Jonathan Golden	Asst. Secretary	2800 One Atlantic Center, 1201 W. Peachtree St., Atlanta GA 30309
Judith A. Maurer	Asst. Secretary	1150 Niagara St. Buffalo, NY 14213
Joseph W. Segarra	Asst. Treasurer	One West Ferry St. Buffalo, NY 14213
Jill K. Bond	Asst. Secretary	1150 Niagara St. Buffalo, NY 14213
William E. Grieshober, Jr.	Asst. Secretary	1150 Niagara St. Buffalo, NY 14213
John P. Dougherty	Asst. Treasurer	One West Ferry St., Buffalo, NY 14213

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CLERK OF DISTRICT COURT
STATE OF FLORIDA

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 "RICH'S, 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 TWENTY-NINTH DAY OF NOVEMBER, A.D. 2001.

FILED
01 NOV 30 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2351261 8300

AUTHENTICATION: 1471484

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DATE: 11-29-01