

OCT. -03' 01 (WED) 16:07

CSC ALL

P. 001

F0100005206

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000088021 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : CORPORATION SERVICE COMPANY / DAS
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

RESUBMIT
Please give original
submission date as file date.

RESUBMIT
Please give original
submission date as file date.

FOREIGN PROFIT QUALIFICATION

ALL SEASONS SERVICES, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | |
| Estimated Charge | \$87.50 |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT -4 AM 7:38

RECEIVED

OCT.-03' 01(WED) 16:07

CSC TALL

P. 002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 7, 2001

CORPORATION SERVICE COMPANY

SUBJECT: ALL SEASONS SERVICES, INC.
REF: W01000018263

RESUBMIT
Please give original
submission date as file date.

01 OCT -4

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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 of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H01000088021
Letter Number: 301A00045414

RESUBMIT
Please give original
submission date as file date.

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

OCT. -03' 01 (WED) 16:08
MIN:12, LEVIN #3

CSC TALL
ID:6175422241

AUG 07'01 13:23 No.004 P.07

P.004

H010000880210

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned James S. Gladney, do hereby certify that this Resolution of the Board of Directors of All Seasons Services, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on July 31, 2001.

RESOLVED: That All Seasons Services, Inc., organized and existing in the State of Delaware, hereby adopts the name: All Seasons Vending, Inc. for use in the State of Florida.

Date: August 6, 2001

By: James S. Gladney

Chairman, CEO and Secretary
Its:

01 OCT -4

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRA 1548391v1

PLBC OF RESOLUTION OF BOARD OF DIRECTORS 10/00 (#1021)

H010000880210

H010000880210

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. All Seasons Services, 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. 04-2932058

(FEI number, if applicable)

4. August 19, 1986

(Date of incorporation)

5. Perpetual

(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. 1265 Belmont St., Suite 2, Brockton, MA 02301-4435

(Principal office address)

1265 Belmont St., Suite 2, Brockton, MA 02301-4435

(Current mailing address)

To provide catering and vending services.

8. _____

(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

(City)

, 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)

Brian Courtney, Asst. V.P.

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.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT -4

H010000880210

OCT. -03' 01 (WED) 16:08
MENILZ, LEVIN #3

CSC TALL
ID: 6175422241

P. 006

AUG 07 '01 10:22 No. 004 P. 03

12. Names and business addresses of officers and/or directors:

H010000880210

A. DIRECTORS

Chairman: ONE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT -4

B. OFFICERS

President: ONE 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. _____

James S. Gladney, Chairman and Chief Executive Officer and Secretary
(Typed or printed name and capacity of person signing application)

H010000880210

OCT. -03' 01 (WED) 16:09
MINTZ, LEVIN #3

CSC TALL
ID:6175422241

AUG 07'01 10:22 No.004 P.04

P.007

H010000 880210

List of Officers and Directors

All Sensons Services, Inc.

Officers

Business Address

Chairman of the Board
Secretary & Treasurer:

James S. Gladney
1265 Belmont St., Suite 2
Brockton, MA 01803

President:

Mark A. Bruno
1265 Belmont St., Suite 2
Brockton, MA 01803

Assistant Secretary:

Michael R.B. Balse
c/o Mintz Levin et al.
One Financial Center
Boston, MA 02111

Directors

James S. Gladney
1265 Belmont St., Suite 2
Brockton, MA 01803

Mark A. Bruno
1265 Belmont St., Suite 2
Brockton, MA 01803

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT -4

H010000 880210

OCT. -03' 01 (WED) 16:08
LEVIN HS

CSC TALL
ID:6175422241

AUG 07' 01 10:22 No.004 P.05

P.003

H010000880210

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 "ALL SEASONS SERVICES, 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 FIRST DAY OF AUGUST, A.D. 2001.

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

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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT -4



2099270 8300

010373802

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1273503

DATE: 08-01-01

H010000880210