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Tallahassee, Florida 32311  
(904) 681-6525

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February 15, 2002

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Otis Spunkmeyer, Inc

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TALLAHASSEE FLORIDA  
DEPARTMENT OF STATE  
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**Filing Evidence**

- ☒ Plain/Confirmation Copy  
☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status  
☐ Certificate of Good Standing  
☐ Articles Only  
☐ All Charter Documents to Include  
Articles & Amendments  
☐ Fictitious Name Certificate  
☐ Other

**Retrieval Request**

- ☐ Photocopy  
☐ Certified Copy

6

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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02 FEB 15 AM 11:47  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
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

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1. Otis Spunkmeyer, 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. 94-2536513  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 5, 2001 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing  
(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. 14490 Catalina Street, San Leandro, CA 94577  
(Principal office address)
- \_\_\_\_\_  
(Current mailing address)

8. To engage in any lawful act or activity  
(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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

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.*

By: \_\_\_\_\_

(Registered agent's signature)

*GARY SHENMAN, ASST. SECY*

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 schedule

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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B. OFFICERS

President: See attached schedule

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. Stephen A. Ricks, Secretary

(Typed or printed name and capacity of person signing application)

List of Director's Names and Business Addresses

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John Schiavo	Otis Spunkmeyer, Inc. 14490 Catalina Street San Leandro, CA 94577
Roberto Buaron	First Atlantic Capital, Ltd. 135 E. 57th Street New York, NY 10022
Charles Shaw	First Atlantic Capital, Ltd. 135 E. 57th Street New York, NY 10022
James Long	First Atlantic Capital, Ltd. 135 E. 57th Street New York, NY 10022
Kenneth Rawlings	Otis Spunkmeyer, Inc. 14490 Catalina Street San Leandro, CA 94577

List of Officer's Names and Business Addresses

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Charles Shaw - Chairman	First Atlantic Capital, Ltd. 135 E. 57th Street New York, NY 10022
John Schiavo - President	Otis Spunkmeyer, Inc. 14490 Catalina Street San Leandro, CA 94577
Steve Morlock - Executive Vice President & Chief Financial Officer	Otis Spunkmeyer, Inc. 14490 Catalina Street San Leandro, CA 94577
Robert Crosby - Senior Vice President Sales	Otis Spunkmeyer, Inc. 14490 Catalina Street San Leandro, CA 94577
Stephen A. Ricks - Vice President and Secretary	Otis Spunkmeyer, Inc. 14490 Catalina Street San Leandro, CA 94577
James Zakian - Vice President Marketing	Otis Spunkmeyer, Inc. 14490 Catalina Street San Leandro, CA 94577
Todd Stillwell - Vice President Logistics	Otis Spunkmeyer, Inc. 14490 Catalina Street San Leandro, CA 94577
Ahmad Hamade - Vice President Finance	Otis Spunkmeyer, Inc. 14490 Catalina Street San Leandro, CA 94577
Nicholas Lombardo - Vice President National Accounts	Otis Spunkmeyer, Inc. 14490 Catalina Street San Leandro, CA 94577
Charles Davis - Vice President Sales Operations	Otis Spunkmeyer, Inc. 14490 Catalina Street San Leandro, CA 94577

# Delaware

*The First State*

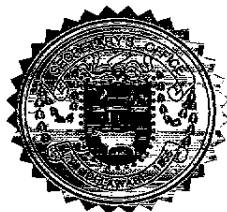
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TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OTIS SPUNKMEYER, 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 TWELFTH DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OTIS SPUNKMEYER, INC." WAS INCORPORATED ON THE FIFTH DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1608931

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DATE: 02-12-02