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(Address)

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Memphis Foods International, Incorporated
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

G. Lionel Bailey
(Name of Person)
Memphis Foods International, Inc.
(Firm/Company)
P.O. Box 69
(Address)
Silver Springs, FL 34489 W03-4083
(City/State and Zip code)

For further information concerning this matter, please call:

G. Lionel Bailey at (352) 732-6956
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

February 11, 2003

G. LIONEL BAILEY
MEMPHIS FOODS INTERNATIONAL, INC.
PO BOX 69
SILVER SPRINGS, FL 34489

SUBJECT: MEMPHIS FOODS INTERNATIONAL, INC.
Ref. Number: W03000004085

We have received your document for MEMPHIS FOODS INTERNATIONAL, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

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/uniform business 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 \$6,900.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 303A00009198

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MEMPHIS FOODS INTERNATIONAL, INC.

P.O. BOX 69
Silver Springs, Florida 34489

March 7, 2003

Mr. Lee Rivers
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Mr. Rivers,

Ref. Number: W03000004085

After reviewing the copy of the sections of the Florida Statutes you provided we feel that: 1.) erroneous information was listed on the application, and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.501 or 608.502, Florida Statutes.

Please advise if additional action or information is required on our part.

Sincerely,

G. Lionel Bailey

G. Lionel Bailey
President

Amanda K. Hettinger
Amanda K. Hettinger



Amanda K. Hettinger
MY COMMISSION # DD141612 EXPIRES
September 8, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF <u>Marion</u>
The foregoing instrument was acknowledged before me this <u>14</u> day of <u>March</u> , 2003
by <u>G. Lionel Bailey</u>
<input checked="" type="checkbox"/> PERSONALLY KNOWN TO ME
<input type="checkbox"/> PRODUCED AS IDENTIFICATION
Type of Identification _____

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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. Memphis Foods International, 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. Tennessee 3. 62-1605159
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 05/12/1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July, 1997
(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. 2140 NE 36th AVE, Bldg 400C, Ocala, FL 34470
(Principal office address)

P.O. Box 69, Silver Springs, FL 34489
(Current mailing address)

8. Manufacture of Food ingredients
(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: G. Lionel Bailey

Office Address: 2140 NE 36th AVE, Bldg 400C
Ocala, Florida 34470
(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.

G. Lionel Bailey
(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.

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

A. DIRECTORS

Chairman: G. Lionel Bailey

Address: 2140 NE 36th AVE, Bldg 400C
Ocala, FL 34470

Vice Chairman: _____

Address: _____

Director: HECTOR VIALÉ

Address: 2140 NE 36th AVE, Bldg 400B
Ocala, FL 34470

Director: GORDON TOWNE

Address: 2140 NE 36th AVE, Bldg 400C
Ocala, FL 34470

B. OFFICERS

President: G. Lionel Bailey

Address: 2140 NE 36th AVE, Bldg 400C
Ocala, FL 34470

Vice President: _____

Address: _____

Secretary: Hector Vialé

Address: 2140 NE 36th AVE, Bldg 400B, Ocala, FL 34470

Treasurer: Kathenne Bailey

Address: 2140 NE 36th AVE, Bldg 400C, Ocala, FL 34470

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

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

14. G. Lionel Bailey, President
(Typed or printed name and capacity of person signing application)

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 01/22/2003
REQUEST NUMBER: 4702-0858
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 05/12/1995
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0294728
JURISDICTION: TENNESSEE

TO:
MEMPHIS FOODS INTERNATIONAL, INC.
AT: G. BAILEY
PO BOX 69
SILVER SPRINGS, FL 34489

REQUESTED BY:
MEMPHIS FOODS INTERNATIONAL, INC.
AT: G. BAILEY
PO BOX 69
SILVER SPRINGS, FL 34489

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"MEMPHIS FOODS INTERNATIONAL, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

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FOR: REQUEST FOR CERTIFICATE

ON DATE: 01/22/03

FROM:
MEMPHIS FOODS INTERNATIONAL, INC.
P.O. BOX 341203
BARTLETT, TN 38184-1203

RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00003196553
ACCOUNT NUMBER: 00252443



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE