

F03000002812

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

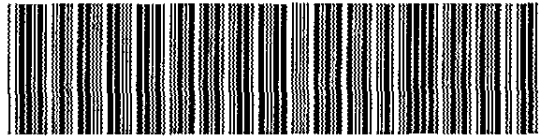
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
F03-2812

CT CORPORATION

June 5, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5812186 WO
Customer Reference 1: BAI025
Customer Reference 2: 1

Dear Secretary of State, Florida:

Please file the attached:

Forkless Gourmet, Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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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. Forkless 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. 36-4385871
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 08/15/2000 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. 10 South Riverside Plaza, Suite 1800, Chicago, IL 60606
(Principal office address)
- same
(Current mailing address)

8. Any lawful act or activity for which corporations are organized or qualified under the laws of the State of Florida.
(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)

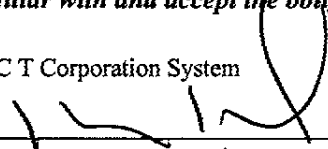
Name: c/o C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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)

KIRK HOOD
ASSISTANT SECRETARY

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 ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: SEE ATTACHMENT

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

14. Gregory I. Stahl, President
(Typed or printed name and capacity of person signing application)

OFFICERS AND DIRECTORS
OF
BA INVESTORS, INC.

Directors

Gregory I. Stahl	10 South Riverside Plaza, Suite 1800 Chicago, IL 60606
Steven M. Spiegel	10 South Riverside Plaza, Suite 1800 Chicago, IL 60606
Blaine F. Wesner	10 South Riverside Plaza, Suite 1800 Chicago, IL 60606

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Officers

Gregory I. Stahl	President and Chief Executive Officer	10 South Riverside Plaza Suite 1800 Chicago, IL 60606
Steven M. Spiegel	Vice Pres, Chief Financial Officer, Treasurer and Secretary	10 South Riverside Plaza Suite 1800 Chicago, IL 60606
Christopher A. Scott	Vice President of Operations	10 South Riverside Plaza Suite 1800 Chicago, IL 60606
Jonna Kate Torres	Vice President of Marketing	10 South Riverside Plaza Suite 1800 Chicago, IL 60606

Delaware

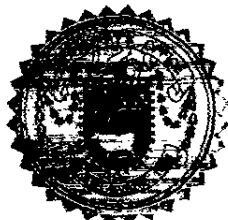
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FORKLESS 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 JUNE, A.D. 2003.

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.



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030368880

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2452735

DATE: 06-04-03