

JUL-03-2003 11:20

Division of Corporations

F03000003331

01/06  
Pa 12

Florida Department of State  
Division of Corporations  
Public Access System

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.

(((H03000225845 4)))

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 : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 222-9428

SECTION OF STATE  
TALLAHASSEE, FLORIDA

03 JUL -3 PM 2:57

FILED

DIVISION OF CORPORATION

03 JUL -3 PM 2:59

RECEIVED

FOREIGN PROFIT QUALIFICATION

Eskimo Pie Frozen Distribution, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

F03-333.1

# 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. Eskimo Pie Frozen Distribution, 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. Pending  
(FBI number, if applicable)
4. June 23, 2003  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. July 7, 2003 (anticipated)  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4175 Veterans Highway  
Rosetonkoma, NY 11779  
(Current mailing address)
8. See Addendum A (attached)  
(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 T Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida, 33324  
(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.

C T Corporation System

(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 Addendum B (attached)

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

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

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

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

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

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

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

03 JUL -3 PM 2:57  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILED

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: See Addendum B (attached)

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

Vice President: \_\_\_\_\_

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

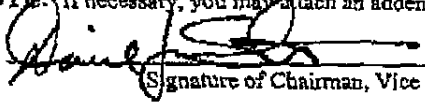
Secretary: \_\_\_\_\_

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. David J. Stein, Co - Chief Executive Officer and Secretary

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

**ADDENDUM A  
ESKIMO PIE FROZEN DISTRIBUTION, INC.**

**Purpose of Corporation**

The purpose of Eskimo Pie Frozen Distribution, Inc. is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware. Eskimo Pie Frozen Distribution, Inc. is in the frozen foods distribution business.

FILED  
03 JUL -3 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ADDENDUM B**  
**ESKIMO PIE FROZEN DISTRIBUTION, INC.**

**Directors**

Richard E. Smith  
c/o Integrated Brands, Inc.  
4175 Veterans Highway  
Ronkonkoma, NY 11779

David J. Stein  
c/o Integrated Brands, Inc.  
4175 Veterans Highway  
Ronkonkoma, NY 11779

**Officers**

Richard E. Smith, Co - Chief Executive Officer  
c/o Integrated Brands, Inc.  
4175 Veterans Highway  
Ronkonkoma, NY 11779

David J. Stein, Co - Chief Executive Officer and Secretary  
c/o Integrated Brands, Inc.  
4175 Veterans Highway  
Ronkonkoma, NY 11779

Gary Stevens, Treasurer  
c/o Integrated Brands, Inc.  
4175 Veterans Highway  
Ronkonkoma, NY 11779

03 JUL -3 PM 2:57  
FILED  
RECEIVED  
TALLAHASSEE FLORIDA

# Delaware

PAGE 1

*The First State*

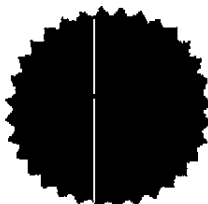
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EBRIMO PIE FROZEN DISTRIBUTION, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JULY, A.D. 2003.

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

03 JUL -3 PM 2:57  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3673259 8300

030441221

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2511099

DATE: 07-03-03