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FOREIGN PROFIT QUALIFICATION

Thomas Mushroom Distribution, Inc.

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12-29-03

**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. Thomas Mushroom Distribution, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Texas

(State or country under the law of which it is incorporated)

3. 75-2778174

(FEI number, if applicable)

4. August 19, 1998

(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 §17.155, F.S.)

7. 905 South Harwood Street, Dallas, Texas 75201

(Principal office address)

905 South Harwood Street, Dallas, Texas 75201

(Current mailing address)

8. Produce distribution

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, 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.



(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 business addresses of officers and/or directors:

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TALLAHASSEE, FLORIDA

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Stuart W. Thomas

Address: 905 South Harwood Street, Dallas, Texas 75201

Director: _____

Address: _____

B. OFFICERS

President: Stuart W. Thomas

Address: 905 South Harwood Street, Dallas, Texas 75201

Vice President: Stuart W. Thomas

Address: 905 South Harwood Street, Dallas, Texas 75201

Secretary: Stuart W. Thomas

Address: 905 South Harwood Street, Dallas, Texas 75201

Treasurer: Stuart W. Thomas

Address: 905 South Harwood Street, Dallas, Texas 75201

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

13. [Signature]

(Signature of Director or Officer listed in number 12 of the application)

14. Stuart W. Thomas, President

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

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TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for THOMAS MUSHROOM DISTRIBUTION, INC. (filing number: 150233400), a Domestic Business Corporation, was filed in this office on August 19, 1998.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name
officially and caused to be impressed hereon the Seal of
State at my office in Austin, Texas on October 17, 2003.



A handwritten signature of Geoffrey S. Connor in black ink.

Geoffrey S. Connor
Secretary of State