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Attorneys At Law

PLEASE REPLY TO

TAMPA

ST. PETERSBURG OFFICE
BANK OF AMERICA TOWER
200 CENTRAL AVENUE, SUITE 1230
ST. PETERSBURG, FLORIDA 33701
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FAX (813) 229-6553

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E-MAIL ADDRESS:
CAMCCAUGHIN@TRENAM.COM

January 8, 2004

Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Fresh Foods, Inc.
Foreign Corporation
Our File No: 02-1060

FILED
2004 APR 13 PM 1:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida that is to supplement our prior submission. Please be advised that the initial Application was sent incomplete. The Application did not contain an alternate corporate name, as the name "Fresh Foods" is not currently available in the State of Florida. In addition, it failed to contain the certified Certificate of Existence from the State of Michigan.

Also enclosed is our firm's check in the amount of \$17.50, the fee for the certificate of status and certified copy. The \$70.00 filing fee was sent in with the initial application and should be in the file.

Should you have any questions or comments, please feel free to contact me.

Very truly yours,

A handwritten signature in cursive script that reads "Cristen A. McCaughin".

Cristen A. McCaughin,
Paralegal to Charles M. Harris

CAM
Enclosures

COPY

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Fresh Foods, Inc.
(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:

Pierre B. Chammas
(Name of Person)
Fresh Foods, Inc.
(Firm/Company)
26800 Michigan Ave.
(Address)
Inkster, MI 48141
(City/State and Zip code)

FILED
APR 13 PM 1:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Pierre Chammas at (313) 565-9012 ext. 100
(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
- Already submitted
- \$17.50 Attached



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 8, 2004

PIERRE B. CHAMMAS
FRESH FOODS, INC.
26800 MICHIGAN AVE.
LIVESTER, MI 48141

SUBJECT: FRESH FOODS, INC.
Ref. Number: W04000000976

FILED
2004 APR 13 PM 1:19
CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for FRESH FOODS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

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 \$4,600.00.

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.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the

translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 104A00001345

FILED
2004 APR 13 PM 1:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 9, 2004

PIERRE B. CHAMMAS
FRESH FOODS, INC.
26800 MICHIGAN AVE.
IUKSTER, MI 48141

SUBJECT: FRESH FOODS, INC.
Ref. Number: W04000000976

FILED
2004 APR 13 PM 1:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

You failed to make the correction(s) requested in our previous letter.

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 \$4,600.00.

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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 704A00015572

Fresh Foods, Inc.

26800 Michigan Avenue ♦ Inkster ♦ Michigan ♦ 48141 ♦ 313.565.9012 ♦ Fax 313.565.9021

March 18, 2004

Joey Bryan, Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Fresh Foods, Inc.
Ref. #: W04000000976

Dear Joey,

We submitted our last application with out correcting item #6. The answer to question 6 should be **"upon qualification"**.

Please advise if we need to resubmit our application or if this letter will be sufficient to change our status with your department.

Thank you in advance for your help in this matter.

Sincerely,



Pierre Chammas
President

FILED
2004 APR 13 PM 1:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Fresh Foods, Inc.

26800 Michigan Avenue ♦ Inkster ♦ Michigan ♦ 48141 ♦ 313.565.9012 ♦ Fax 313.565.9021

April 8, 2004

Joey Bryan, Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Fresh Foods, Inc.
Ref.#: W04000000976

Dear Joey,

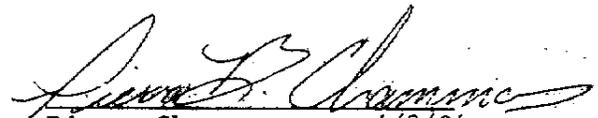
We submitted our application for Authorization to Transact Business in Florida with erroneous information. The answer to question #6 on the application should be "upon qualification".

Thank you in advance for your help in this matter.

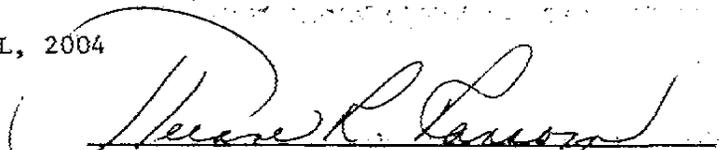
Sincerely,


Pierre Chammas
President

Cc: C.Harris, Trenam Kemker


Pierre-Chammas 4/8/04

SWORN TO ME THIS 8th DAY OF APRIL, 2004


Notary Public Wayne County, Michigan

MY COMMISSION EXPIRES: JULY 9, 2006

FILED
2004 APR 13 PM 1:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

sent 3/2/04

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.

FILED
2004 APR 13 PM 1:19
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

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

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

2. Michigan 3. 38-3454026
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 01-28-1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 01-28-1999
(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. 26800 Michigan Ave, Inkster, MI 48141
(Principal office address)

26800 Michigan Ave, Inkster, MI 48141
(Current mailing address)

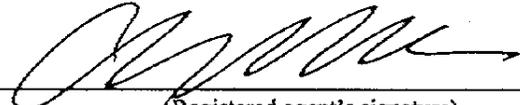
8. To engage in any activity within the purposes for which corporations may be formed
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Charles M. Hall

Office Address: Bank of America Suite 1230
200 Central Ave.
St. Petersburg 1, Florida 33701
(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.


(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:

A. DIRECTORS

Chairman: Pierre Chammas

Address: 42781 Shortridge Drive
Sterling Hts., MI 48314

Vice Chairman: _____

Address: _____

Director: Gabe Chammas

Address: 4081 Shoal Creek Drive
Sterling Hts., MI 48310

Director: Victoria Chammas

Address: 42781 Shortridge Drive
Sterling Hts., MI 48314

B. OFFICERS

President: Pierre Chammas

Address: 42781 Shortridge Drive
Sterling Hts., MI 48314

Vice President: Gabe Chammas

Address: 4081 Shoal Creek Drive
Sterling Hts., MI 48310

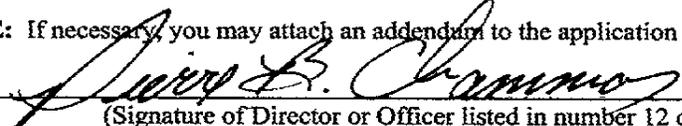
Secretary: Victoria Chammas

Address: 42781 Shortridge Drive, Sterling Hts., MI 48314

Treasurer: _____

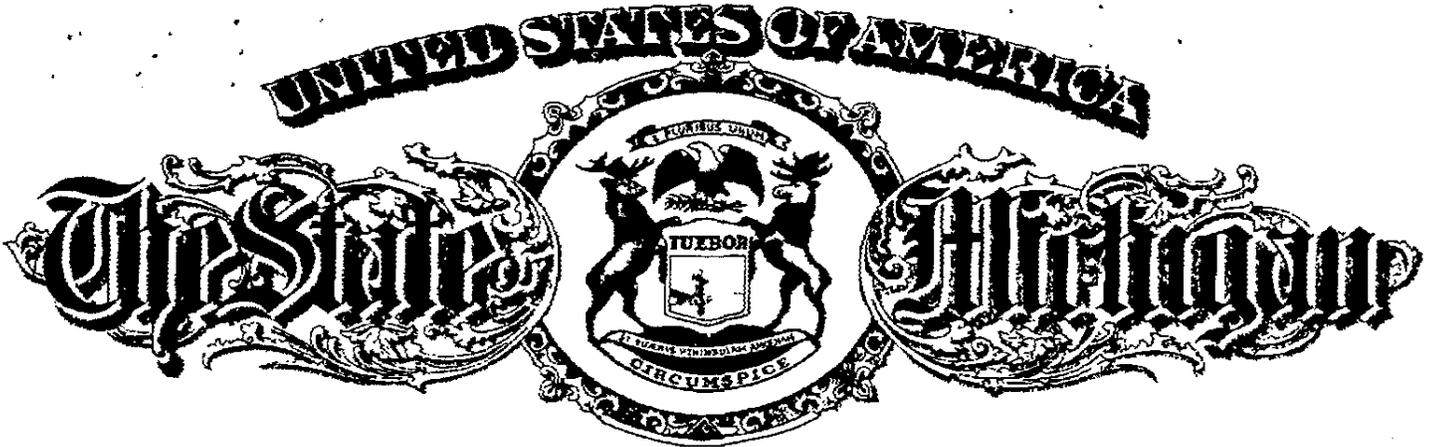
Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Pierre B. Chammas, President
(Typed or printed name and capacity of person signing application)

FILED
2004 APR 13 PM 1:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

FILED
2004 APR 13 PM 1:19
JULY-CORPORATIONS
TALLAHASSEE, FLORIDA

This is to Certify That

FRESH FOODS INC.

was validly incorporated on January 28, 1999, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 12th day of December, 2003.

Andrew S. Mitchell, Director

Bureau of Commercial Services

