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DIVISION OF CORPORATION

**FOREIGN PROFIT QUALIFICATION
INTERNATIONAL FOOD GROUP ACQUISITION, INC.**

Certificate of Status	1
Certified Copy	0
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDAIN 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. International Food Group Acquisition, Inc.(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ino.," "Co.," or "Corp.")

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

2. Delaware

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

3. 80-0108390

(FEI number, if applicable)

4. 5/20/2004

(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 817.155, F.S.)7. 1390 Enclave Parkway; Houston, TX 77077-2099

(Principal office address)

1390 Enclave Parkway; Houston, TX 77077-2099

(Current mailing address)

8. Marketing and distribution of food service products.

(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: Capitol Corporate Services, Inc.Office Address: 1835 N. Duval St.Tallahassee

(City)

Florida 32303

(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.

Bayle Wendle asst. sec.

(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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A. DIRECTORSChairman: Michael C. NicholsAddress: 1390 Enclave ParkwayHouston, TX 77077-2099

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: Michael C. NicholsAddress: 1390 Enclave ParkwayHouston, TX 77077-2099Vice President: Aaron I. KatzAddress: 1390 Enclave ParkwayHouston, TX 77077-2099Secretary: Ann F. GullionAddress: 1390 Enclave Parkway, Houston, TX 77077-2099Treasurer: Diane Day SandersAddress: 1390 Enclave Parkway, Houston, TX 77077-2099

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

13. Linda B. De Leon

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

14. Linda B. De Leon, Assistant Secretary

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

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ADDENDUM TO:

12. B. OFFICERS

Vice President:	Thomas P. Kurz
Address:	1390 Enclave Parkway, Houston, TX 77077-2099
Assistant Vice President:	Ann F. Gullton
Address:	1390 Enclave Parkway, Houston, TX 77077-2099
Assistant Treasurer:	Kathy Oates
Address:	1390 Enclave Parkway, Houston, TX 77077-2099
Assistant Secretary:	Paula Blone
Address:	1390 Enclave Parkway, Houston, TX 77077-2099
Assistant Secretary:	Connie S. Brooks
Address:	1390 Enclave Parkway, Houston, TX 77077-2099
Assistant Secretary:	Linda S. De Leon
Address:	1390 Enclave Parkway, Houston, TX 77077-2099

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Delaware

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The First State

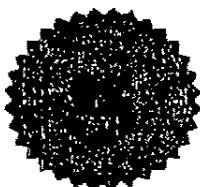
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNATIONAL FOOD GROUP ACQUISITION, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INTERNATIONAL FOOD GROUP ACQUISITION, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF MAY, A.D. 2004.

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3127223

DATE: 05-21-04

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