

FOY000006189

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2004 OCT 25 A 10 55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

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(City/State/Zip/Phone #)

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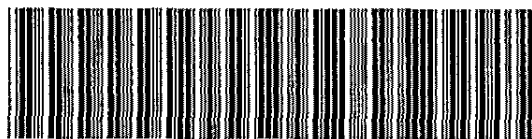
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Hughes Hubbard & Reed LLP

201 South Biscayne Boulevard
Miami, Florida 33131-4332
Telephone: 305-358-1666
Facsimile: 305-371-8759

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2004 OCT 25 A 10: 36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 22, 2004

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

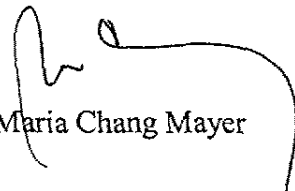
Re: FPL Food LLC (the "Company")

Dear Sir or Madam:

Enclosed for filing is an Application by Foreign Limited Liability for Authorization to Transact Business in Florida along with a check in the amount of \$130.00 payable to the Department of State for the required filing fees and a Certificate of Status. Also enclosed is an original certificate of existence of the Company issued by the State of Delaware where the Company was organized and a Certificate of Designation of Registered Agent.

Should you have any questions regarding this filing, please call the undersigned at (305) 379-5565. Thank you.

Sincerely,


Maria Chang Mayer

Enclosures

cc: FPL Food LLC

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FPL Food LLC
(Name of Limited Liability Company)

FILE
2004 OCT 25 /
SECRETARY OF
TALLAHASSEE, FL

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Maria Chang Mayer
(Name of Person)

Hughes Hubbard & Reed LLP
(Firm/Company)

201 S. Biscayne Blvd., Suite 2500
(Address)

Miami, FL 33131
(City/State and Zip Code)

For further information concerning this matter, please call:

Maria Chang Mayer at (305) 379-5565
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☒ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

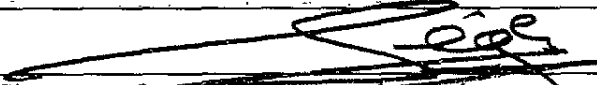
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2004 OCT 25 A 10:36

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. FPL Food LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 27-0100391
(FEI number, if applicable)
4. August 2, 2004
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification to transact business in Florida.
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 1301 New Savannah Road
Augusta, Georgia 30901
(Street Address of Principal Office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
François Leger
1301 New Savannah Road
Augusta, Georgia 30901
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: Any lawful act or
activity in which limited liability companies may engage in the State of
Florida.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes
an affirmation under the penalties of perjury that the facts stated herein are true.)

François Leger

C Typed or printed name of signee

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

2004 OCT 25 A 10:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

FPL FOOD LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

c/o CT Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL 33324

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

CT Corporation System

By: 

(Signature)

PETER F. SOUZA
ASSISTANT SECRETARY

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Delaware

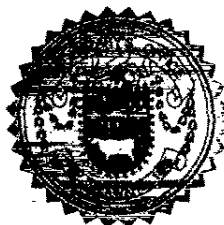
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FPL FOOD LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FPL FOOD LLC" WAS FORMED ON THE SECOND DAY OF AUGUST, A.D. 2004.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3839730 8300

AUTHENTICATION: 3416871

040749978

DATE: 10-18-04