

F05000002337

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

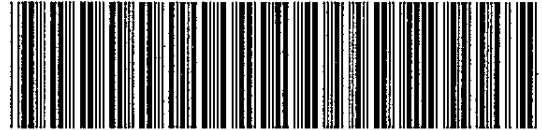
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SEC. OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Celebration 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:

Kathryn Rookes

(Name of Person)

FOCUS Brands Inc.

(Firm/Company)

Suite 200, 200 Glenridge Point Parkway

(Address)

Atlanta, GA 30342

(City/State and Zip code)

For further information concerning this matter, please call:

Kathryn Rookes

(Name of Person)

at (404) 705-2040

(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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 17, 2005

KATHRYN ROOKES
200 GLENRIDGE POINT PARKWAY STE 200
ATLANTA, GA 30342

SUBJECT: CELEBRATION FOODS, INC.
Ref. Number: W05000008410

We have received your document for CELEBRATION 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.

Simply adding "of Florida" or "Florida" to the end of a name 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) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 305A00011400

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

Celebration Food Brands Co.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-2011444
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/14/04 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. on acceptance of filing
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Suite 400, 175 Capitol Boulevard, Rocky Hill, CT 06067
(Principal office address)
Suite 200, 200 Glenridge Point Parkway, Atlanta, GA 30342
(Current mailing address)

8. any lawful purpose (including distribution of ice cream 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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida See attached list.
(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.

**Cynthia L. Harris
as its agent**

Cynthia L. Harris
(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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: See attached list.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE FLORIDA

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

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

14. Kathryn Rookes, Secretary
(Typed or printed name and capacity of person signing application)

**Celebration Foods, Inc.
Director and Officer Mailing List**

December 14, 2004

Director

**Neal Aronson
The Proscenium
1170 Peachtree Street, NE
Suite 1825
Atlanta, GA 30309**

Officers

**Steve Romaniello, CEO and President
Suite 200
200 Glenridge Point Parkway
Atlanta, GA 30342**

**Craig Hall, Chief Operating Officer
175 Capital Boulevard
Suite 400
Rocky Hill, Connecticut 06067-3914**

**Thom Gilday, Treasurer
175 Capital Boulevard
Suite 400
Rocky Hill, Connecticut 06067-3914**

**Kathryn Rookes, Secretary
Suite 200
200 Glenridge Point Parkway
Atlanta, GA 30342**

SECRET
OFFICE OF THE
ATTORNEY GENERAL
FLORIDA

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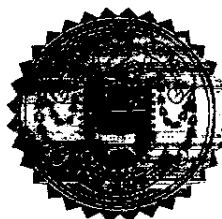
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CELEBRATION FOODS, 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 TWELFTH DAY OF JANUARY, A.D. 2005.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3897128 8300

AUTHENTICATION: 3614746

050020889

DATE: 01-12-05