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ekauntz@smdklaw.com

November 29, 2007

New Filing Section Florida Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: Sandusky Farms Corporation No. 1

Florida Qualification

Dear Sir or Madam:

We are enclosing an Application by Foreign Corporation for Authorization to Transact Business in Florida and Ohio Certificate of Good Standing for filing, along with a check in the amount of \$78.75, to qualify Sandusky Farms Corporation No. 1 (an Ohio corporation) to transact business in Florida and to order a Certificate of Status.

We shall appreciate your returning evidence of filing and the certificate noted above to us as soon as possible. Should you have any questions on the above, please call us <u>collect</u>.

Sincerely,

Edmund G. Kauntz

EGK/encls.

cc:

Steven M. Ambus

COVER LETTER

| | Filing Se | ection orporations | | | | | | |
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| SUBJECT: | SANI | OUSKY FAR | MS COF | LPOR | ATIO | N NO. 1 | | |
| Sebucer. | | (Nar | ne of corpo | ration | - must i | nclude suff | ix) | |
| Dear Sir or M | adam: | | | | | | | |
| The enclosed "Certificate o transact busin | f Existen | ice," and check ar | Corporation e submitted | for A | uthoriza ister the | tion to Trar above refe | nsact | Business in Florida," ed foreign corporation to |
| Please return | all corres | spondence concer | ning this m | atter to | the fol | lowing: | | |
| Edmund G | i. Kaur | ntz | | | | | | |
| | | | (Nan | ne of P | erson) | | | |
| Singerman | ı, Mills | , Desberg & I | Kauntz C | o., Ll | PA | - | | |
| | | | (Firm | n/Com | pany) | | | |
| 3401 Enter | prise F | arkway, Suite | 200 | | | | | |
| | | | (| Addres | ss) | | | |
| Beachwoo | d, OH | 44122 | | | | | | <u></u> |
| | | | (City/S | tate an | d Zip co | ode) | | |
| For further in | formatio | n concerning this | matter, ple | ase cal | 1: | | | |
| Edmund G | . Kaun | tz | _ at (21 | 6 | 292- | 5807 | | |
| (Nan | ne of Per | | (<u></u> | rea Co | de & D | aytime Tele | epho | ne Number) |
| New Divis Clifto 2661 | Filing Se ion of Co on Buildi Executiv | orporations | ess: | | | MAILING New Filing Division of P.O. Box 6 Tallahassed | s Sec f Co 6327 | ction rporations |
| Enclosed is a | check fo | r the following ar | nount: | | | | | |
| \$70.00 Fili | ng Fee | \$78.75 Filin | | | 78.75 F Certifie | iling Fee & d Copy | : [| \$87.50 Filing Fee, Certificate of Status & Certified Copy |

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.

| | lable in Florida, enter alternate corporate name a | adopted for the purpose of transacting business in Florida) | | | | | |
|----------------|---|--|--|--|--|--|--|
| OHIO 3. | | 34-4346490 | | | | | |
| • | under the law of which it is incorporated) | (FEI number, if applicable) | | | | | |
| | | 5. Perpetual | | | | | |
| , | e of incorporation) | (Duration: Year corp. will cease to exist or "perpetual") | | | | | |
| October 8, | | Elected (Continue transfer) | | | | | |
| | (Date first transacted business in (SEE SECTIONS 607.1501 & 607.150 | Piorida, if prior to registration) 02, F.S., to determine penalty liability) | | | | | |
| P.O. Box 17 | 71, 2830 Crosiadore Lane, Trappe, | MD 21673 | | | | | |
| | (Principal office addre | ess) | | | | | |
| same | | 于 C | | | | | |
| | (Current mailing addre | | | | | | |
| Investment | S | untry to be carried out in state of Florida) REF 3 | | | | | |
| | s) of corporation authorized in home state or cou | untry to be carried out in state of Florida) Box NOT acceptable) | | | | | |
| Name and stre | et address of Florida registered agent: (P.O. | _ | | | | | |
| Name: | Ellen J. Feuer | | | | | | |
| ffice Address: | 8787 Bay Colony Drive, Unit 50 | 1 | | | | | |
| | Naples | Florida 34108 (Zip code) | | | | | |
| | (City) | (7in code) | | | | | |

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.

| Chairman: Steven M. Ambus Address: P.O. Box 171 Trappe, MD 21673 Vice Chairman: Ellen J. Feuer Address: 8787 Bay Colony Drive, Unit 501 Naples, FL 34108 Director: Edmund G. Kauntz Address: 3401 Enterprise Parkway, Suite 200 Beachwood, OH 44122 Director: Address: Steven M. Ambus Address: P.O. Box 171 Trappe, MD 21637 Vice President: Address: Ellen J. Feuer Address: Ellen J. Feuer Recretary: Ellen J. Feuer | 12. Names and business addresses of officers and/or directors: | from I grown and | | |
|--|--|----------------------------|--|--|
| Address: P.O. Box 171 Trappe, MD 21673 Vice Chairman: Ellen J. Feuer Address: 8787 Bay Colony Drive, Unit 501 Naples, FL 34108 Director: Address: 3401 Enterprise Parkway, Suite 200 Beachwood, OH 44122 Director: Address: Steven M. Ambus Address: P.O. Box 171 Trappe, MD 21637 Vice President: Address: Ellen J. Feuer Recretary: Ellen J. Feuer Recretary: Ellen J. Feuer Recretary: Steven M. Ambus Steven M. Ambus Secretary: Ellen J. Feuer Recretary: Ellen J. Feuer Recretary: Steven M. Ambus | A. DIRECTORS | FILED | | |
| Address: P.O. Box 171 Trappe, MD 21673 Vice Chairman: Ellen J. Feuer Address: 8787 Bay Colony Drive, Unit 501 Naples, FL 34108 Director: Address: 3401 Enterprise Parkway, Suite 200 Beachwood, OH 44122 Director: Address: Steven M. Ambus Address: P.O. Box 171 Trappe, MD 21637 Vice President: Address: Ellen J. Feuer Recretary: Ellen J. Feuer Recretary: Ellen J. Feuer Recretary: Steven M. Ambus Steven M. Ambus Secretary: Ellen J. Feuer Recretary: Ellen J. Feuer Recretary: Steven M. Ambus | Chairman: Steven M. Ambus | U7 DEC -3 PH 4: 20 | | |
| Vice Chairman: Ellen J. Feuer Address: 8787 Bay Colony Drive, Unit 501 Naples, FL 34108 Director: Edmund G. Kauntz 3401 Enterprise Parkway, Suite 200 Beachwood, OH 44122 Director: Address: B. OFFICERS President: Steven M. Ambus Address: P. Ö. Box 171 Trappe, MD 21637 Vice President: Address: Ellen J. Feuer Address: 8787 Bay Colony Drive, Unit 501, Naples, FL 34108 Steven M. Ambus Steven M. Ambus Steven M. Ambus See above | Address: P.O. Box 171 | SECRETARY OF STATE | | |
| Naples, FL 34108 Edmund G. Kauntz 3401 Enterprise Parkway, Suite 200 Beachwood, OH 44122 Director: Address: B. OFFICERS Steven M. Ambus P.O. Box 171 Trappe, MD 21637 Vice President: Address: Ellen J. Feuer 8787 Bay Colony Drive, Unit 501, Naples, FL 34108 Steven M. Ambus Steven M. Ambus Steven M. Ambus Address: Secretary: 8787 Bay Colony Drive, Unit 501, Naples, FL 34108 Steven M. Ambus see above | Trappe, MD 21673 | , MASSEE, FLORIDA | | |
| Naples, FL 34108 Edmund G. Kauntz 3401 Enterprise Parkway, Suite 200 Beachwood, OH 44122 Director: Address: B. OFFICERS Steven M. Ambus P.O. Box 171 Trappe, MD 21637 Vice President: Address: Ellen J. Feuer 8787 Bay Colony Drive, Unit 501, Naples, FL 34108 Steven M. Ambus Steven M. Ambus Steven M. Ambus Address: Secretary: 8787 Bay Colony Drive, Unit 501, Naples, FL 34108 Steven M. Ambus see above | Vice Chairman: Ellen J. Feuer | | | |
| Director: Edmund G. Kauntz 3401 Enterprise Parkway, Suite 200 Beachwood, OH 44122 Director: Address: B. OFFICERS President: P.O. Box 171 Trappe, MD 21637 Vice President: Address: Secretary: Ellen J. Feuer Address: 8787 Bay Colony Drive, Unit 501, Naples, FL 34108 Treasurer: Sec above | Address: 8787 Bay Colony Drive, Unit 501 | | | |
| Address: 3401 Enterprise Parkway, Suite 200 Beachwood, OH 44122 Director: Address: B. OFFICERS President: President: Prope, MD 21637 Trappe, MD 21637 Vice President: Address: Secretary: Ellen J. Feuer Address: 8787 Bay Colony Drive, Unit 501, Naples, FL 34108 Steven M. Ambus See above See above | Naples, FL 34108 | | | |
| Beachwood, OH 44122 Director: Address: B. OFFICERS President: Steven M. Ambus Address: P.O. Box 171 Trappe, MD 21637 Vice President: Address: Secretary: Ellen J. Feuer Address: 8787 Bay Colony Drive, Unit 501, Naples, FL 34108 Steven M. Ambus See above See above | Director: Edmund G. Kauntz | | | |
| Director: Address: B. OFFICERS President: Steven M. Ambus Address: P.O. Box 171 Trappe, MD 21637 Vice President: Address: Secretary: Ellen J. Feuer 8787 Bay Colony Drive, Unit 501, Naples, FL 34108 Steven M. Ambus Steven M. Ambus See above | Address: 3401 Enterprise Parkway, Suite 200 | | | |
| B. OFFICERS Steven M. Ambus P.O. Box 171 Trappe, MD 21637 Vice President: Address: Secretary: Ellen J. Feuer 8787 Bay Colony Drive, Unit 501, Naples, FL 34108 Steven M. Ambus See above See above | Beachwood, OH 44122 | | | |
| B. OFFICERS Steven M. Ambus P.O. Box 171 Trappe, MD 21637 Vice President: Address: Secretary: Ellen J. Feuer 8787 Bay Colony Drive, Unit 501, Naples, FL 34108 Steven M. Ambus See above See above | Director: | | | |
| B. OFFICERS President: Steven M. Ambus Address: P.O. Box 171 Trappe, MD 21637 Vice President: | | | | |
| President: Steven M. Ambus P.O. Box 171 Trappe, MD 21637 Vice President: | | | | |
| President: Steven M. Ambus P.O. Box 171 Trappe, MD 21637 Vice President: | R OFFICERS | | | |
| Address: P.O. Box 171 Trappe, MD 21637 Vice President: Address: Secretary: Address: Ellen J. Feuer 8787 Bay Colony Drive, Unit 501, Naples, FL 34108 Treasurer: Address: Steven M. Ambus see above | Stoven M. Ambus | | | |
| Trappe, MD 21637 Vice President: Address: Secretary: Address: 8787 Bay Colony Drive, Unit 501, Naples, FL 34108 Treasurer: Address: Steven M. Ambus see above | | <u> </u> | | |
| Address: Secretary: Ellen J. Feuer 8787 Bay Colony Drive, Unit 501, Naples, FL 34108 Steven M. Ambus see above | | | | |
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| Secretary: Ellen J. Feuer 8787 Bay Colony Drive, Unit 501, Naples, FL 34108 Steven M. Ambus see above | | | | |
| Address: 8787 Bay Colony Drive, Unit 501, Naples, FL 34108 Steven M. Ambus see above | | | | |
| Address: 8787 Bay Colony Drive, Unit 501, Naples, FL 34108 Steven M. Ambus see above | Secretary: Ellen J. Feuer | | | |
| Treasurer: Steven M. Ambus Address: see above | 9797 Day Calana Daine Hair 501 Naulas El 24100 | | | |
| Address: see above | | | | |
| | | | | |
| NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. | | | | |
| | | officers and/or directors. | | |
| | 13. | | | |
| (Signature of Director or Officer listed in number 12 of the application) | • • | eation) | | |
| 14. Edmund G. Kauntz, Director (Typed or printed name and capacity of person signing application) | 14. Edmund G. Kauntz, Director (Typed or printed name and capacity of person signing applicat | ion) | | |

United States of America State of Ohio Office of the Secretary of State SECRETARY OF STATE FLORIDA

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I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show SANDUSKY FARMS CORPORATION NO. 1., an Ohio corporation, Charter No. 145527, having its principal location in Cleveland, County of Cuyahoga, was incorporated on March 07, 1931 and is currently in GOOD STANDING upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 29th day of November, A.D. 2007

Ohio Secretary of State

Validation Number: V2007333N1D3AB