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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

**RESUBMIT**

Please give original  
submission date as file date

11/29/07

*Kelly Drake 82959*

FOREIGN PROFIT/NONPROFIT CORPORATION

Nueva Cocina Foods, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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December 14, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: NUEVA COCINA FOODS, INC.  
REF: W07000060593

**RESUBMIT**  
Please give original  
submission date as file date

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P03000015405 ( NUEVA COCINA FOODS INC. ).

Please return the corrected original and one copy of 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) 245-6870.

Karen Saly  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H07000288779  
Letter Number: 107A00070110

Celeste De Armas  
2124 N.E. 123rd Street, Suite 218  
North Miami, Florida 33181

December 14, 2007

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Dear Sir or Madam:

This is to confirm that I was the President of Nueva Cocina Foods, Inc., a Florida corporation ("Nueva-Florida"). Nueva-Florida filed Articles of Dissolution on December 11, 2007.

I am the Chief Executive Officer of Nueva Cocina Foods, Inc., a Delaware corporation ("Nueva-Delaware"). Nueva-Delaware has filed an application for qualification to do business in Florida.

Pursuant to your request to our service provider, Corporation Service Company, we hereby confirm that Nueva-Florida does not intend to rescind the dissolution and that Nueva-Florida gives permission to Nueva-Delaware to use this name.

Very truly yours,

  
Celeste De Armas

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

**1. Nueva Cocina Foods, Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"LTD.," "CO.," "CORP.," "INC.," "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.

Perpetual

(If number, if applicable)

**4. 7/21/06**

(Date of incorporation)

5.

(Duration: Year corp. will cease to exist or "perpetual")

**6. Upon filing of this Application**

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

**7. 2124 NE 123rd Street, Suite 218, Miami, FL 33181**

(Principal office address)

**2124 NE 123rd Street, Suite 218, Miami, FL 33181**

(Current mailing address)

**8. Manufacture and sale of gourmet Latin food**

(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: **Celeste De Armas**

Office Address: **2124 NE 123rd Street, Suite 218**

**Miami**

(City)

Florida **33181**

(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.

By:

*Celeste De Armas*

(Registered agent's signature)

**Celeste De Armas**

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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## 12. Names and business addresses of officers and/or directors:

## A. DIRECTORS

Chairman: Celeste De ArmasAddress: 2124 NE 123rd Street, Suite 218  
Miami, FL 33181

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Corina MascaroAddress: 2124 NE 123rd Street, Suite 218  
Miami, FL 33181

Director: \_\_\_\_\_

Address: \_\_\_\_\_

## B. OFFICERS

President: Celeste De Armas, Chief Executive Officer & PresidentAddress: 2124 NE 123rd Street, Suite 218  
Miami, FL 33181

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Corina Mascaro, Secretary and Senior Vice PresidentAddress: 2124 NE 123rd Street, Suite 218, Miami, FL 33181Treasurer: Migdalla Lagoa, Treasurer and Chief Financial OfficerAddress: 2124 NE 123rd Street, Suite 218, Miami, FL 33181

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. Celeste De Armas, Chief Executive Officer & President

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# Delaware

PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NUEVA COCINA 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 TWENTY-NINTH DAY OF NOVEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NUEVA COCINA FOODS, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF JULY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6196271

DATE: 11-29-07