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(Requestor's Name)

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(Address)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

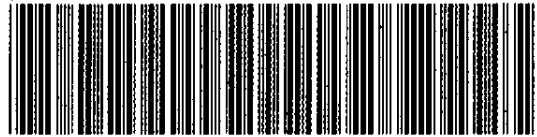
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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COVER LETTER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TO: New Filing Section  
Division of Corporations

SUBJECT: CAROUSEL 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:

Cheryl Reas  
(Name of Person)

Carousel Foods, Inc.  
(Firm/Company)

245 Hwy 337 SE  
(Address)

Corydon, IN 47112  
(City/State and Zip code)

For further information concerning this matter, please call:

Cheryl Reas at ( 812 ) 596-6280  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing 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

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

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

2. Indiana 3. 35-1798753  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/26/1990 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 2010  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 245 Hwy 337 SE Corydon, IN 47112  
(Principal office address)

Same as above  
(Current mailing address)

8. Selling food and drink at fairs & festivals  
(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: Terry Ballard

Office Address: 4935 MLK Blvd  
Plant City, Florida 33566  
(City) (Zip code)

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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.

Terry Ballard  
(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. DIRECTORS**

Chairman: Dennis Reas

Address: 245 Hwy 337 SE  
Corydon, IN 47112

Vice Chairman: Diane Orme

Address: 1203 Ryan Court  
Corydon, IN 47112

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

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

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

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

**B. OFFICERS**

President: Larry J. Orme

Address: 603 Woodlake Drive  
Louisville, KY 40245

Vice President: Michael Orme

Address: 1203 Ryan Court  
Corydon, IN 47112

Secretary: Olivia Orme

Address: 603 Woodlake Drive Louisville, KY 40245

Treasurer: Cheryl Reas

Address: 245 Hwy 337 SE Corydon, IN 47112

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

13. Cheryl Reas  
(Signature of Director or Officer listed in number 12 of the application)

14. Cheryl Reas Treasurer  
(Typed or printed name and capacity of person signing application)

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE  
CERTIFICATE OF EXISTENCE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To Whom These Presents Come, Greetings:

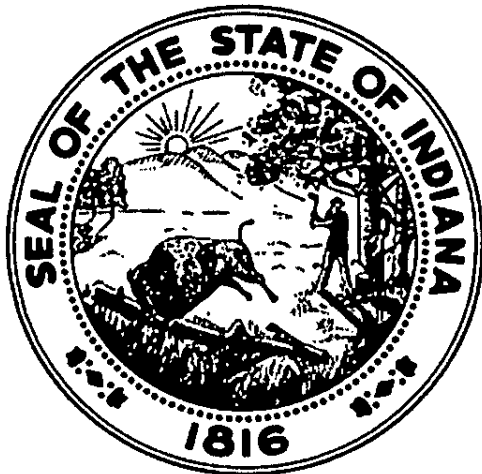
I, TODD ROKITA, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records, and proper official to execute this certificate.

I further certify that records of this office disclose that

**CAROUSEL FOODS, INC.**

duly filed the requisite documents to commence business activities under the laws of State of Indiana on April 26, 1990, and was in existence or authorized to transact business in the State of Indiana on February 26, 2010.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the city of Indianapolis, this Twenty-Sixth Day of February, 2010.

A handwritten signature in cursive script that reads "Todd Rokita".

TODD ROKITA, Secretary of State

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