

F110000029602

Division of Corporations

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Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To:

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

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From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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

**FOREIGN PROFIT/NONPROFIT CORPORATION  
PREMIUM FOODS GROUP HOLDING CORP.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

7/22/11

## COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: Premium Foods Group Holding Corp.

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," or "Certificate of Good Standing" 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:

Name of Person

Premium Foods Group Holding Corp.

Firm/Company

Address

City/State and Zip code

dtillstrom@suncappart.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Person

at ( )

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

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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. Premium Foods Group Holding Corp.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "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 3. 45-2725950  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 7, 2011 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Not applicable  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 5200 Town Center Circle, Suite 600, Boca Raton, FL 33486  
(Principal office address)  
5200 Town Center Circle, Suite 600, Boca Raton, FL 33486  
(Current mailing address)
8. Holding Company  
(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: C T Corporation Systems  
Office Address: 1200 South Pine Island Road  
Plantation, Florida 33324  
(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.*

C T Corporation System  
By: Curt Kreisel Curt Kreisel, Asst. Secretary  
(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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DIVISION OF CORPORATION

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**A. DIRECTORS**

Chairman: [see attached Exhibit A]

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

**B. OFFICERS**

President: [see attached Exhibit A]

Address:

Vice President:

Address:

Secretary:

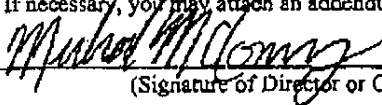
Address:

Treasurer:

Address:

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.

Michael J. McConvery, Vice President

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

**Premium Foods Group Holding Corp.**

**Exhibit A to Application by Foreign Corporation for Authorization  
to Transact Business in Florida**

**Directors:**

**Clarence E. Tarry**  
5200 Town Center Circle, Suite 600  
Boca Raton, FL 33486

**Donald Mueller**  
5200 Town Center Circle, Suite 600  
Boca Raton, FL 33486

**Donald Binotto**  
222 West 6th Street  
8th Floor  
San Pedro, CA 90731

**Officers:**

**Donald Binotto, Chief Executive Officer, President, Treasurer and Secretary**  
222 West 6th Street  
8th Floor  
San Pedro, CA 90731

**Michael J. McConvery, Vice President and Assistant Secretary**  
5200 Town Center Circle, Suite 600  
Boca Raton, FL 33486

**Melissa Klafter, Vice President and Assistant Treasurer**  
5200 Town Center Circle, Suite 600  
Boca Raton, FL 33486

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PREMIUM FOODS GROUP HOLDING CORP." 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 TWENTIETH DAY OF JULY, A.D. 2011.

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

SECRETARY OF STATE  
DIVISION OF CORPORATION  
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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8915098

DATE: 07-20-11