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TRANSMITTAL LETTER

1/3/95

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Anneall Distributors, 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:

Robert S. Marcus, Esq.
(Name of Person)
Stern, Dubrow & Marcus, P.A.
(Firm/Company)
111 Dunnell Road
(Address)
Maplewood, New Jersey 07040-2689
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JAN -5 AM 9:15
mtm

Should you need to call someone concerning this matter, please call:

Robert S. Marcus at (201) 762 - 3393
(Name of Person) Area Code & Daytime Telephone Number

KINDLY PROVIDE CERTIFIED COPY OF CERTIFICATE OF STATUS. OUR CHECK IN THE AMOUNT OF \$122.50 IS ENCLOSED.

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Amesall Distributors, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New Jersey
(State or country under the law of which it is incorporated)
3. 22-2027334
(FEI number, if applicable)
4. January 31, 1974
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.165, F.S.))
7. 7001 Rounselle Avenue
North Bergen, New Jersey 07047
(Current mailing address)
8. Purchase, sale and distribution of candy, tobacco and sundries
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

RECEIVED
DIVISION OF STATE
REGISTRATION
JAN 5 1995

9. Name and street address of Florida registered agent:

Name: Emilio Pelaez

Office Address: 7220 NW 36th Street

Miami

, Florida, 33166

(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.


(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 addresses of officers and/or directors:

A. DIRECTORS

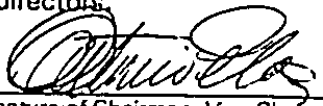
Chairman: Antonio Pelaez
Address: 7001 Roustein Avenue
North Bergen, New Jersey 07047
Director: Olga Alpizar
~~Vice Chairman:~~ Antonio Pelaez, Jr.
Address: 7001 Roustein Avenue
North Bergen, New Jersey 07047
Director: Olga Alpizar
Address: 7001 Roustein Avenue
North Bergen, New Jersey 07047
Director: Luis M. Pelaez
Address: 7001 Roustein Avenue
North Bergen, New Jersey 07047

B. OFFICERS

President: Antonio Pelaez, Jr.
Address: 7001 Roustein Avenue
North Bergen, New Jersey 07047
Vice President: Olga Alpizar
Address: 7001 Roustein Avenue
North Bergen, New Jersey 07047
Secretary: Luis M. Pelaez
Address: 7001 Roustein Avenue
North Bergen, New Jersey 07047
Treasurer: Emilio M. Pelaez, II
Address: 7001 Roustein Avenue
North Bergen, New Jersey 07047

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

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Antonio Pelaez, Chairman
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF NOTIFICATIONS
95 JAN -5 AM 9:15

FILED
NEW JERSEY SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -5 AM 9:16

NEW JERSEY SECRETARY OF STATE
ANPESIL DISTRIBUTORS, INC.

I, THE SECRETARY OF STATE OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY THAT THE RECORDS OF THIS OFFICE SHOW THAT THE CHARTER OF THE ABOVE-NAMED CORPORATION WAS FILED IN THIS OFFICE ON JAN. 31, 1974.

I FURTHER CERTIFY, THAT SO FAR AS THE RECORDS OF THIS OFFICE SHOW, SAID CORPORATION HAS NEVER BEEN DISSOLVED BY ACTION OF ITS STOCKHOLDERS, NOR HAS ITS CHARTER BEEN VOIDED FOR NON-PAYMENT OF STATE TAXES BY PROCLAMATION AND NOW CONTINUES AS AN EXISTING CORPORATION WITHIN THE STATE OF NEW JERSEY. AT THE TIME OF THE ISSUANCE OF THIS CERTIFICATE, ANNUAL REPORTS ARE CURRENT.

I FURTHER CERTIFY, THAT THE LOCATION OF THE REGISTERED OFFICE IS

7001 ROUSTEIN AVENUE

NORTH BERGEN, N.J.

07047

AND THE REGISTERED AGENT IS ANTONIO PELAEZ.

NOV. 30, 1994

Conne R. Hooley

