

CORPORATION INFORMATION
SERVICES, INC.
201 HAYS STREET
TALLAHASSEE, FL 32301
(904) 222-0191 FAX

csc networks

MAIL TO:
P.O. Box 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 532190 4144A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : January 30, 1995

ORDER TIME : 9:17 AM

ORDER NO. : 532190

CUSTOMER NO: 4144A

CUSTOMER: James S. Groh, Esq
Holland & Knight
Suite 3000
701 Brickell Avenue
Miami, FL 33131

11000011 39 30031
01/30/95 1100000000
*****30.00 *****30.00

11000011 39 30031
01/30/95 1100000000
*****30.00 *****30.00

FOREIGN FILINGS

NAME: TAYLOR FRESH FOODS, INC.

XXXXX PROFIT
____ NON-PROFIT

XXXXXX CORPORATE
____ LIMITED PARTNERSHIP

XXXXXXXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXXXXXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen D. Rozar

95 JAN 30 AM 11:35
DIVISION OF CORPORATION

95 JAN 30 PM 12:05
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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. Taylor Fresh Foods, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Delaware
(State or country under the law of which it is incorporated)
3. September 28, 1994 4. Perpetual
(Date of Incorporation) (Duration)
5. 93-1155159
(Federal Employer Identification number, if applicable)
6. January 30, 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 8 Los Laureles Avenue, Salinas, California 93901
(Current mailing address)
8. Engage in any lawful act or activity for which corporations may be organized.
(Corporate purpose and nature of business in which it is engaged in Florida)
9. Names and addresses of officers and or directors:

A. Directors:

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: Bruce C. Taylor
Address: 8 Los Laureles Avenue, Salinas, California 93901

Director: _____
Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 30 PM 12:05

B. Officers:

President: Bruce C. Taylor
Address: 8 Lon Laurelen Avenue
Salinas, California 93901

Vice President: _____
Address: _____

Secretary: Linda R. Taylor
Address: 8 Lon Laurelen Avenue
Salinas, California 93901

Treasurer: Bruce C. Taylor
Address: 8 Lon Laurelen Avenue
Salinas, California 93901

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, _____, Florida 32301
Zip Code

11. 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: _____

Karen B. Rozar
Karen B. Rozar, as agent

12. 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.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

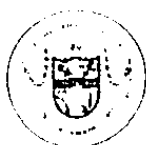
14. Bruce C. Taylor, President
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TAYLOR FRESH 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-FIFTH DAY OF JANUARY, A.D. 1995.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JAN 30 PM 12:05




Edward J. Freel, Secretary of State

2428770 8300

950018378

AUTHENTICATION

DATE

7585443

01-25-95