

F95000000835

Cookin' with Pizzaz, Inc.

100 Woodglen Court

Oldsmar, FL 34677

TRANSMITTAL LETTER

To: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

000001406120
-02/14/95--01095--003
*****70.00 *****70.00

SUBJECT: Cookin' with Pizzaz, Inc.

Dear Sir or Madam,

The enclosed "Application by Foreign Corporation for Authorization to Transmit 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:

William F. Fields Jr.
Cookin' with Pizzaz, Inc.
100 Woodglen Court
Oldsmar, FL 34677

Should you need to call someone concerning this matter, please call:
Linda S. Fields at (813) 784-0280.

RECEIVED
FEB 14 1995
TALLAHASSEE
FLORIDA
DIVISION OF CORPORATIONS

W95-0001



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 14, 1995

COOKIN' WITH PIZZAZ, INC.
% WILLIAM F. FIELDS JR.
100 WOODGLEN CT.
OLDSMAR, FL 34677

SUBJECT: COOKIN' WITH PIZZAZ, INC.
Ref. Number: W95000003421

We have received your document for COOKIN' WITH PIZZAZ, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Number 6 of the application must be completed. If the corporation has not transacted business or conducted its affairs in Florida because it has not received confirmation from this office, please insert the words "upon qualification" in lieu of a date.

Please return 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 (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 895A00006608

178-173423
2/14/95
Sandra B. Mortham

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. LOCKMAN WITH PIZZAZZ 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. Michigan
(State or country under the law of which it is incorporated)
3. 38-2477424
(FEI number, if applicable)
4. 6/28/91
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 100 WOODGLEN COURT
OLDTOWN, FL 34677
(Current mailing address)
8. TO ENGAGE IN ANY ACTIVITY WITHIN THE PURPOSES FOR WHICH CORPORATION WAS FORMED UNDER THE BUSINESS CORPORATION ACT OF MICHIGAN
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: LINDA S. FIELDS
Office Address: 100 WOODGLEN COURT
OLDTOWN, Florida, 34677
(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.

Linda S. Fields

(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: LINDA S. FIELDS

Address: 100 WOODGLEN COURT
OLDTOWN, FL 34612

Vice Chairman: WILLIAM F. FIELDS, JR.

Address: 100 WOODGLEN COURT
OLDTOWN, FL 34612

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: LINDA S. FIELDS

Address: 100 WOODGLEN COURT
OLDTOWN, FL 34612

Vice President: WILLIAM F. FIELDS, JR.

Address: 100 WOODGLEN COURT
OLDTOWN, FL 34612

Secretary: WILLIAM F. FIELDS, JR.

Address: 100 WOODGLEN COURT
OLDTOWN, FL 34612

Treasurer: _____

Address: _____

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

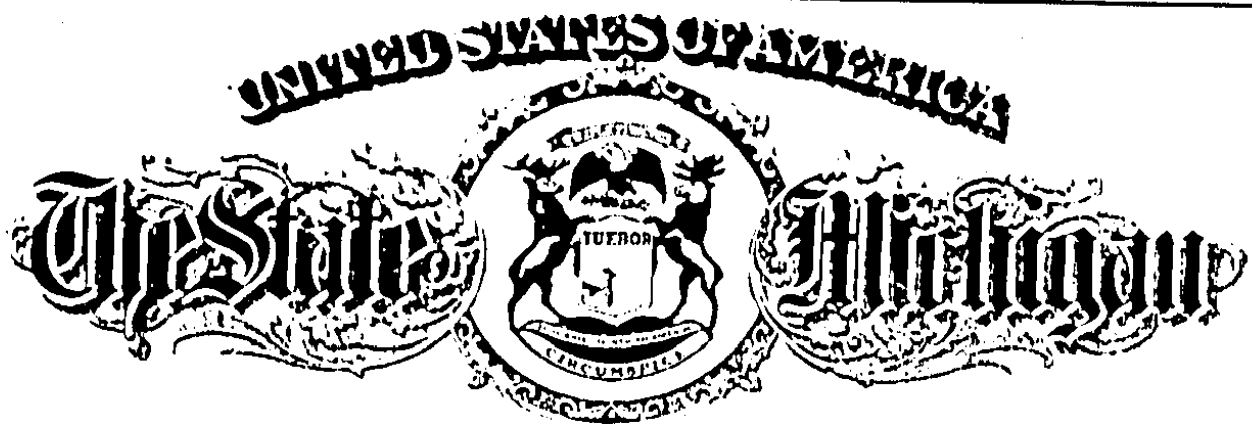
13.

William F. Fields, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

WILLIAM F. FIELDS, JR. VICE CHAIRMAN
(Typed or printed name and capacity of person signing application)

SECRET
OFFICIAL USE ONLY



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That

COOKIN' WITH PIZZAZ, INC.

*was validly incorporated on June 28, 1991, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.*

*This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.*

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 27th day
of January, 1993.*

Carl L. Lipp . Director
Corporation & Securities Bureau