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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

400001462664
-04/21/95--01083--005
*****78.75 *****78.75

SUBJECT: With-A-Twist INC.
(Name of corporation - must include suffix)

Dear Sir or Madam: WAS-8690

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:

Steven Klein
(Name of Person)

BARMASTER'S BARTENDING SCHOOL
(Firm/Company)

380-C Plainfield Ave
(Address)

Edison, NJ 08817
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -5 PM 3:46

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

Steven Klein at (908) 777-0170.
(Name of Person) Area Code & Daytime Telephone Number

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

P05000027971

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

Dear Sir or Madam:

This will acknowledge your recent request for the form and instructions to register a foreign profit corporation to transact business in Florida. The requirements are as follows:

1. Pursuant to section 607.1503(1), Florida Statutes, the attached application must be completed in its entirety.

2. The corporation must submit an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of corporate records in the state or country under the law of which it is incorporated. A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.

3. There is a $70.00 registration fee.

A letter of acknowledgement will be issued free of charge upon registration. Please submit an additional $8.75 if a certificate of status is needed. The fee for a certified copy is $52.50. Please send one check for the total amount made payable to the Florida Department of State.

The transmittal letter included in this packet should be completed and submitted along with the certificate, application and check. Both the mailing address and courier address are noted in the transmittal letter.

Any further inquiries concerning this matter should be directed to the Qualification/Tax Lien Section by calling (904) 487-6091 or writing Qualification/Tax Lien Section, Division of Corporations, P. O. Box 6327, Tallahassee, FL 32314.

CR2E007(12/94)

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1995

STEVEN KLEIN
BARMASTER'S BARTENDING SCHOOL
300-C PLAINFIELD AVENUE
EDISON, NJ 08817

SUBJECT: WITH-A-TWIST, INC.
Ref. Number: W95000008690

We have received your document for WITH-A-TWIST, INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your Registered Agent MUST be a Florida resident. Although you list a Florida address for Steven Klein in section 9 of your application, in section 12 you give a Pennsylvania address for him.

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 095A00019129

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 28, 1995

STEVEN KLEIN
BARMASTER'S BARTENDING SCHOOL
300-C PLAINFIELD AVENUE
EDISON, NJ 08817

SUBJECT: WITH-A-TWIST, INC.
Ref. Number: W95000008690

We have received your document for WITH-A-TWIST, INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please accept my apology for failing to note this before.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 995A00020423

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. With-A-Twist, 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. N/A
(FEI number, if applicable)

4. 4-2-93
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. One certified copy of Authorization from the Department of State is required.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.1505, F.S.)

7. 300-C Plainfield Ave
Edison, New Jersey 08817
(Current mailing address)

8. Bartending School
(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: Romaine Nappi

Office Address: 5275 Europa Dr. Apt 6

Boynton Beach, Florida, 33437
(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.

Romaine Nappi
(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.

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95 MAY 3 PM 3:46
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O . Box NOT acceptable)

Chairman: Steven Klein

Address: 1330 McKinley St.
Phila. PA 19111

Vice Chairman: JoAnn Connor

Address: 40 Lakeside Dr.
Levittown PA 19054

Director: Steven Klein

Address: 1330 McKinley St.
Phila PA 19111

Director: JoAnn Connor

Address: 40 Lakeside Dr.
Levittown PA 19054

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Steven Klein

Address: 1330 McKinley St.
Phila. Pa. 19111

Vice President: Steven Klein

Address: 1330 McKinley St.
Phila PA 19111

Secretary: JoAnn Connor

Address: 40 Lakeside Dr.
Levittown PA 19054

Treasurer: JoAnn Connor

Address: 40 Lakeside Dr. Levittown PA 19054

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

13. Steven T Klein President 5/2/95 JoAnn Connor Secy 5/2/95
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Steven T Klein President 5/2/95 JOANN CONNOR Secy 5/2/95
(Typed or printed name and capacity of person signing application)

NEW JERSEY SECRETARY OF STATE

WITH-A-TWIST, 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/AUTHORITY OF THE ABOVE-NAMED BUSINESS WAS FILED IN THIS OFFICE ON APR. 02, 1993.

I FURTHER CERTIFY, THAT SO FAR AS THE RECORDS OF THIS OFFICE SHOW, SAID BUSINESS HAS NOT BEEN DISSOLVED, CANCELLED, OR WITHDRAWN, NOR HAS ITS CHARTER/AUTHORITY BEEN VOIDED/REVOKED FOR NON-PAYMENT OF STATE TAXES OR PROCLAMATION. IT NOW CONTINUES TO MAINTAIN ACTIVE STATUS WITHIN THE STATE OF NEW JERSEY. AT THE TIME OF THE ISSUANCE OF THIS CERTIFICATE, ANNUAL REPORTS ARE OUTSTANDING FOR 94.

I FURTHER CERTIFY THAT THE LOCATION OF THE REGISTERED OFFICE IS

1101 NORTH KINGS HIGHWAY

SUITE 201

CHERRY HILL NJ 08034

AND THE REGISTERED AGENT IS E WILLIAM HEVENOR.

APR. 13,1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
93 APR -5 PM 2:46

Donna R. Hooks