

F95000004649

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

500001592255

-09/25/95 --01008 --054

*****70.00 *****70.00

Middleby Marshall Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS/ G/S

☐ After 4:30

☒ Pick Up

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

3:00

9/25/95

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Middleby Marshall 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. Delaware

(State or country under the law of which it is incorporated)

3. 58-1315813

(FEI number, if applicable)

4. February 22, 1978

(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 817.156, F.S.))

7. 1400 Toastmaster Drive, Elgin, Illinois 60123

(Current mailing address)

8. The manufacture, sale and distribution of specialty ovens.

(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Adrienne M. Jacklin
(Registered agent's signature) (Officer)

Adrienne M. Jacklin Asst. Secretary
(Type Name and Title of Officer)

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: William F. Whitman, Jr.

Address: 1400 Toastmaster Drive

Elgin, Illinois 60123

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Middleby Marshall Inc.**

1. William F. Whitman, Jr.
1400 Toastmaster Drive
Elgin, Illinois 60123
2. David P. Riley
1400 Toastmaster Drive
Elgin, Illinois 60123
3. Newell Garfield, Jr.
1400 Toastmaster Drive
Elgin, Illinois 60123
4. A. Don Lummas
1400 Toastmaster Drive
Elgin, Illinois 60123
5. John R. Miller, III
1400 Toastmaster Drive
Elgin, Illinois 60123
6. Philip G. Putnam
1400 Toastmaster Drive
Elgin, Illinois 60123
7. Sabin C. Streeter
1400 Toastmaster Drive
Elgin, Illinois 60123

SECRET
DIVISION OF CORPORATIONS
95 SEP 25 PM 12:20

Treasurer: _____

Address: _____

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

13. *John J. Hastings*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JOHN J. HASTINGS, EXECUTIVE VICE PRESIDENT, CHIEF FINANCIAL OFFICER
(Typed or printed name and capacity of person signing application)

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Officers of
Middleby Marshall Inc.**

1. William F. Whitman, Jr., Chairman
1400 Toastmaster Drive
Elgin, Illinois 60123
2. David P. Riley, President
1400 Toastmaster Drive
Elgin, Illinois 60123
3. John J. Hastings, Executive VP/Secretary/CFO
1400 Toastmaster Drive
Elgin, Illinois 60123

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MIDDLEBY MARSHALL 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 ELEVENTH DAY OF SEPTEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

RECEIVED
DIVISION OF
CORPORATIONS
SEP 12 20




Edward J. Freel, Secretary of State

0850027 8300

950205041

AUTHENTICATION:

7635061

DATE:

09-11-95

F95000004649

C T CORPORATION SYSTEM

May 13, 1997

208 South LaSalle
Chicago, IL 60604
Tel. 312-345-4332
Fax 312-750-0660

800002183018--9
-05/19/97--01104--018
*****35.00 *****35.00

**SECRETARY OF STATE
CORPORATE RECORDS BUREAU
409 EAST GAINES STREET
TALLAHASSEE, FL 32389**

RE: MIDDLEBY MARSHALL, INC.
ORDER: 784191

Dear Sir/Madam:

As requested, please have the attached document(s)
filed immediately upon receipt in your office:

APPLICATION FOR WITHDRAWAL

Evidence of filing can be sent to the attention of the
undersigned via regular mail.

If you have any questions or problems, please call me
immediately. As always, thank you for your assistance
in this matter.

Very truly yours,

Laura R. Broderick
Customer Specialist

/lrb
Encls.

FILED
97 MAY 19 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Withdrawal

WqW5-23-97

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Middleby Marshall Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED
97 MAY 19 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

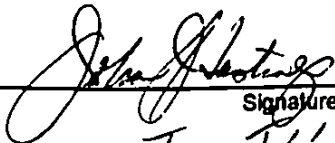
1400 Toastmaster Drive

(Mailing Address)

Elgin, Illinois 60120, Attn: Exec. Vice President

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

4/17/97

Date

JOHN J. HASTINGS

Typed or printed name

EXECUTIVE VICE PRESIDENT, CFO

Title