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September 26, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The Belgian Chocolate Company

300001600303

-10/04/95--01019--010

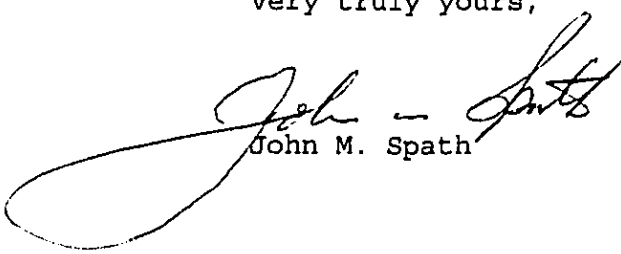
*****70.00 *****70.00

Dear Sir/Madam:

I have enclosed the Application by Foreign Corporation for Authorization to Transact Business in Florida along with a Certificate of Good Standing from the Michigan Department of Commerce for The Belgian Chocolate Company. In addition, I have enclosed a check in the amount of \$70 to cover the cost of the filing fee.

If you have any questions concerning the Application, please contact me at your earliest convenience.

Very truly yours,


John M. Spath

JMS/tlj

Enclosures

cc: Harvey C. Zorn

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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. The Belgian Chocolate Company
(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. Michigan
(State or country under the law of which it is incorporated)
3. July 13, 1993 4. Perpetual
(Date of Incorporation) (Duration)
5. 38-3123524
(Federal Employer Identification number, if applicable)
6. August 1, 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 4701 E. 7th Avenue, Tampa, FL 33605
(Current mailing address)
8. Sales and Distribution
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Harvey C. Zorn

Address: 4701 E. 7th Avenue, Tampa, FL 33605

Vice Chairman: _____

Address: _____

Director: David C. Schulte

Address: 1200 Shipp Road, Clinton, NC 28328

Director: _____

Address: _____

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B. Officers:

President: David C. Schulte

Address: 1200 Shipp Road, Clinton, NC 28328

Vice President: Harvey C. Zorn

Address: 4701 E. 7th Avenue, Tampa, FL 33605

Secretary: David C. Schulte

Address: 1200 Ship Road, Clinton, NC 28328

Treasurer: Harvey C. Zorn

Address: 4701 E. 7th Avenue, Tampa, FL 33605

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(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: Harvey C. Zorn

Office Address: 4701 E. 7th Avenue

Tampa

, Florida

33605

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:

Harvey C. Zorn
HARVEY C. ZORN

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.

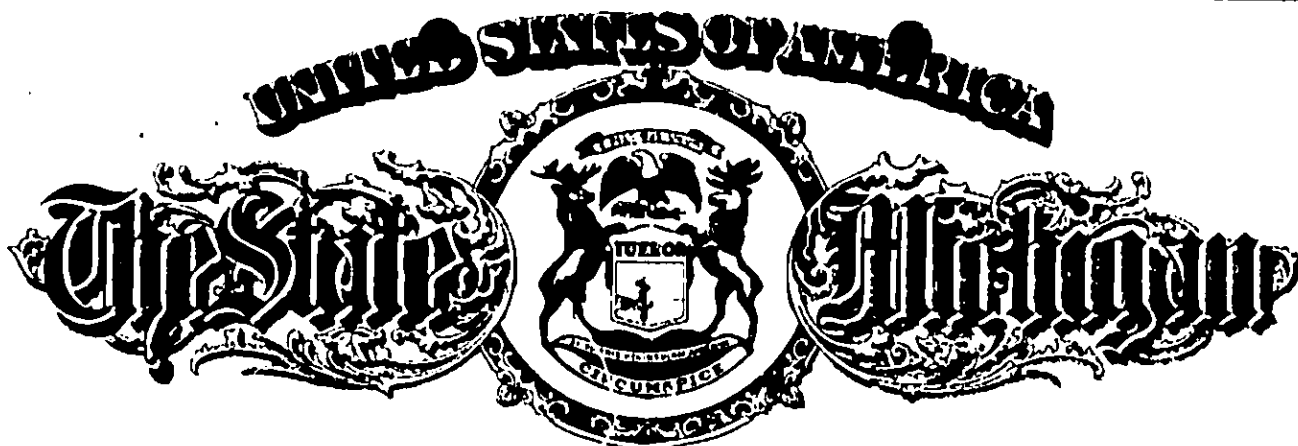
13.

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

14.

Harvey C. Zorn, Chairman

(Name and capacity of person signing application)



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That

THE BELGIAN CHOCOLATE COMPANY

*was validly incorporated on July 13, 1993, 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 26th day
of July, 1995.*

Carl L. Lipp

, Director

Corporation & Securities Bureau

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