

F95000005670

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

500001634855
-11/14/95--01006--002
***122.50 ***122.50

SUBJECT: MAIN STREET FOODS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

R. Eugene Clenney, Jr., Esq.
(Name of Person)

Johnston, Hinesley, Flowers & Clenney, P.C.
(Firm/Company)

291 North Oates Street
(Address)

Dothan, Alabama 36303
(City, State and Zip Code)

W95-22477
CR
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Should you need to call someone concerning this matter, please call:

R. Eugene Clenney, Jr., Esq. at (334) 793 - 1115
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 14, 1995

R. EUGENE CLENNEY, JR., ESQUIRE
JOHNSTON, HINESLEY, FLOWERS & CLENNEY, P
291 NORTH OATES STREET
DOTHAN, AL 36303

SUBJECT: MAIN STREET FOODS, INC.
Ref. Number: W95000022477

We have received your document for MAIN STREET FOODS, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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: 795A00050415

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned PRESIDENT AND DIRECTOR, do hereby certify
that this Resolution of the Board of Directors of MAIN STREET FOODS, INC.,
a corporation duly organized and existing under the laws of the State of ALABAMA,
was duly adopted on November 16, 19 95.

Resolved, that MAIN STREET FOODS, INC., organized
and existing in the State of ALABAMA, hereby adopts the
name QUINCY FOODS, INC. for use in Florida.

Dated: NOVEMBER 16, 1995

ⓧ James A. Roney
Signature of at least one director

**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. Main Street Foods, 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. Alabama
(State or country under the law of which it is incorporated)
3. 63-1104926
(FEI number, if applicable)
4. November 3, 1993
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. HAS NOT YET TRANSACTIONED BUSINESS IN FLORIDA
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. Post Office Box 8544
Dothan, Alabama 36304
(Current mailing address)
8. Operation of a Retail Grocery Store
(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: Roy Moore
Office Address: 1509 West Jefferson Street
Quincy, Florida, 32351
(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.

ⓧ Roy A. Moore
(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: James Roney

Address: 403 Pinecrest Drive
Dorham, AL 36301

Vice Chairman: _____

Address: _____

Director: Charles Boyd

Address: 438 Peach Farm Road
Asheford, AL 36312

Director: _____

Address: _____

B. OFFICERS

President: James Roney

Address: SAME AS ABOVE

Vice President: Charles Boyd

Address: SAME AS ABOVE

Secretary: JAMES RONEY

Address: SAME AS ABOVE

Treasurer: ~~CHARLES BOYD~~ CHARLES BOYD

Address: SAME AS ABOVE

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

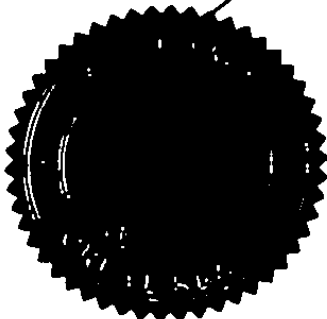
13. James Roney
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James Roney, PRESIDENT
(Typed or printed name and capacity of person signing application)

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Main Street Foods, Inc. incorporated in Houston County, Dothan, Alabama on November 3, 1993. I further certify that the records do not disclose that said Main Street Foods, Inc. has been dissolved.

RECEIVED
SECRETARY OF STATE
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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

November 8, 1995

Date

Jim Bennett

Jim Bennett

Secretary of State