

F95000005810

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

600001651506
-12/01/95--01081--009
*****35.00 *****35.00

SUBJECT: B & G Holding Corp.
(Name of corporation - must include suffix)

W95-23020

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:

Pino Bio
(Name of Person)

B & G Holding Corp.
(Firm/Company)

1030 Salem Rd.
(Address)

Union, NJ 07083
(City, State and Zip Code)

000001643090
-11/21/95--01078--001
*****35.00 *****35.00

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

Pino Bio
(Name of Person)

at (908) 688 - 0444
Area Code & Daytime Telephone Number

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DIVISION OF CORPORATIONS
95 NOV 30 AM 10:37

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

**B & G Holding Corp.
1030 Salem Rd.
Union, NJ 07083**

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October 26, 1995

Qualifications/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

To whom it may concern,

Enclosed please find an original copy of the Application By Foreign Corporation for Authorization to Transact Business in Florida. In addition, I am adopting a resolution to adopt the name **"B & G Holding Corp. of New Jersey"** for use in the State of Florida as a fictitious name since the name "B & G Holding Corp." is not presently available.

This resolution will enable B & G Holding Corp. to transact business in the State of Florida as a foreign corporation with the use of the fictitious name because of the unavailability of the original. If there are any further questions regarding this application, please direct all communications to myself at 9908) 688-0444.

Very Truly Yours,



Pino Bio, V.P.

**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. B & G Holding Corp.
(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 3. 22-3322257
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A (See Certification)
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 1030 Salem Rd.
Union, NJ 07083
(Current mailing address)

8. Long Distance Carrier
(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: Wayne Fuerherm

Office Address: 6600 Park St.

Hollywood, Florida, 33024
(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.

Wayne Fuerherm
(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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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Gregory W. Glodek

Address: 41 Tremont Dr.

E. Hanover, NJ 07936

Vice President: Pino Bio

Address: 3 Tanglewood Dr.

E. Hanover, NJ 07083

Secretary: _____

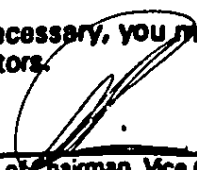
Address: _____

Treasurer: _____

Address: _____

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

13.


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

14.

Pino Bio, V.P.

(Typed or printed name and capacity of person signing application)

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NEW JERSEY SECRETARY OF STATE

B & G HOLDING CORP.

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 NJ BUSINESS WAS FILED IN THIS OFFICE ON AUG. 30, 1994.

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 BY 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 CURRENT.

I FURTHER CERTIFY THAT THE LOCATION OF THE REGISTERED OFFICE IS

3 SOUTH JEFFERSON STREET

ORANGE

NJ 07050

AND THE REGISTERED AGENT IS SEBASTIAN M BLO ESQ.

OCT. 27, 1995

Kenne R. Hooley

