



Only Real A Bagel.

6000000368

Headquarters and Manufacturing Facility:
250 High Hill Road • P.O. Box 686 • Bridgeport, NJ 08014 • 800-96-BAGEL or 609-467-9552 • Fax 609-467-9194

November 20, 1995

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Neuhauser USA Corp.

Dear Sir/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:

Frank Coladonato
Neuhauser USA Corp.
PO Box 686, 250 High Hill Road
Bridgeport, NJ 08014

Should you need to call someone concerning this matter, please call me at 609-467-9552.

Sincerely,

Frank A. Coladonato
Corporate Controller

Enclosure

300001646383
-11/27/95--01125--014
*****70.00 *****70.00

W95 - 23211

100001677921
-01/04/96--01027--002
***1200.00 ***1200.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 22 PM 3:01

mtm



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 28, 1995

FRANK COLADONATO
% NEUHAUSER USA CORP
PO BOX 686, 250 HIGH HILL ROAD
BRIDGEPORT, NJ 08014

SUBJECT: NEUHAUSER USA CORPORATION
Ref. Number: W95000023211

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 JAN 22 PM 3:01

We have received your document for NEUHAUSER USA CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1200.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 395A00051874



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 4, 1996

FRANK COLADONATO
% NEUHAUSER USA CORP
PO BOX 686, 250 HIGH HILL ROAD
BRIDGEPORT, NJ 08014

SUBJECT: NEUHAUSER USA CORPORATION
Ref. Number: W95000023211

We have received your document for NEUHAUSER USA CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 196A00000328

FILED
SECRETARY OF STATE
JAN 11 1996
TALLAHASSEE, FLORIDA

**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. NEUHAUSER USA CORPORATION
(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. 04-3191437
(FEI number, if applicable)
4. 4-30-93
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 9/30/94
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 250 High Hill Rd Box 686
BRIDGEPORT, NJ 08014
(Current mailing address)
8. SALES OFFICE
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: William WRIGHT
UPTOWN BABELS SUITE 100-303
Office Address: 7600 Southland Blvd
ORLANDO, Florida, 32809
(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.

William Wright
(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: (Street address ONLY- P. O. Box NOT acceptable)

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

Chairman: ALFRED Neuhauser

Address: LYON-ouest 100-16 rue 69009 LYON, FRANCE

Vice Chairman: NONE

Address: _____

Director: ALFRED Neuhauser

Address: LYON-ouest 100-16 rue 69009
LYON, FRANCE

Director: _____

Address: _____

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

President: FREDERIC LeBOURG

Address: 400 W. Cummins
WOBURN, MA 01801

Vice President: N/A

Address: _____

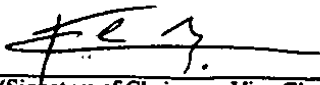
Secretary: N/A

Address: _____

Treasurer: SAME as ABOVE

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. FREDERIC LeBOURG, PRESIDENT & CEO
(Typed or printed name and capacity of person signing application)

96 JAN 22 PM 3:02

FILED
SECRETARY OF STATE
CORPORATE DIVISIONS

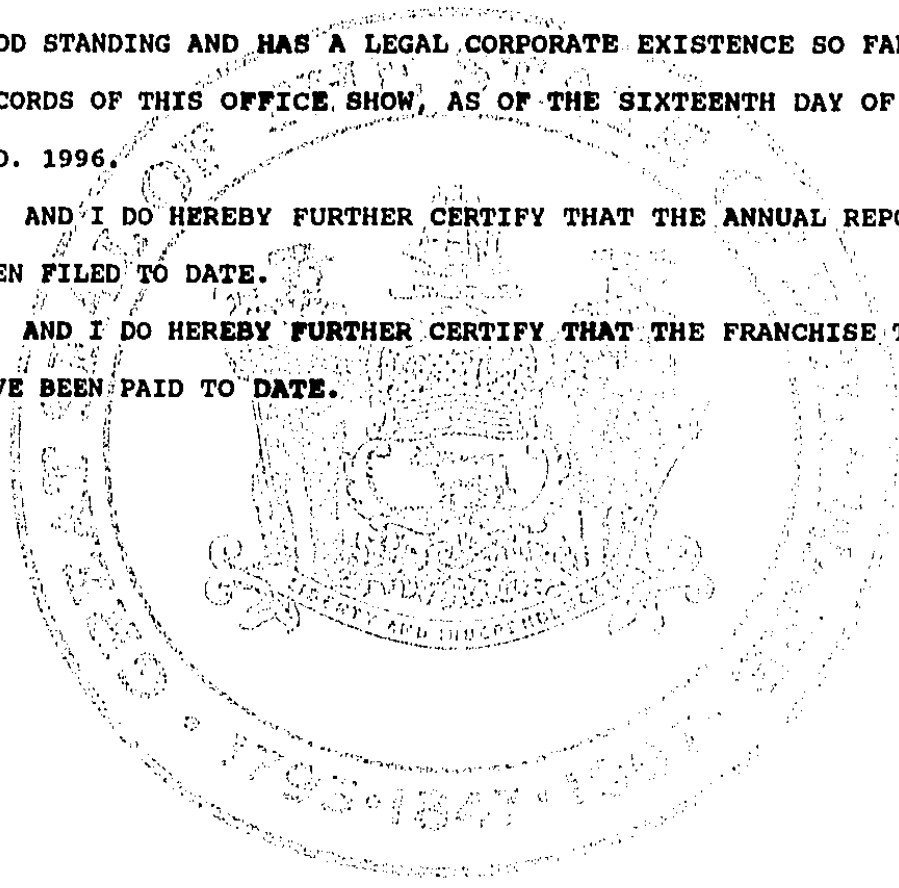
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEUHAUSER USA CORP." 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 SIXTEENTH DAY OF JANUARY, A.D. 1996.

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.



96 JAN 22 PM 3:02

FILED
SECRETARY OF STATE
DIVISION



Edward J. Freel

Edward J. Freel, Secretary of State

2334804 8300

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AUTHENTICATION:

DATE:

7790594

01-16-96