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CSC network
PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 034335 4301737

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 70.00

ORDER DATE : February 6, 1996

ORDER TIME : 2:22 PM

800001711928

ORDER NO. : 034335

CUSTOMER NO: 4301737

CUSTOMER: Gary Weston, Legal Assistant
Olshan, Grundman, Frome &
505 Park Avenue
16th Floor
New York, NY 10022

FOREIGN FILINGS

NAME: S. FRIEND, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint D. Fuhrman

RECEIVED
96 FEB -9 PM 3 25
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -9 PM 3:44

**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. S. Friend, 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. New York
(State or country under the law of which it is incorporated)
3. 13-2505930
(FEI number, if applicable)
4. July 9, 1964
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 19, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 450 West 14th Street
New York, New York 10014
(Current mailing address)
8. Sale of meats, food and grocery products on a wholesale or retail base.
(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: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

The Prentice-Hall Corporation System, Inc.
By: Walter Schneider, Aug 1, 1996
(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: (Street address ONLY- P. O. Box NOT acceptable)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Sherwood Friend

Address: 450 West 14th Street

New York, New York 10014

Director: Philip Friend

Address: 450 West 14th Street

New York, New York 10014

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

President: Sherwood Friend

Address: See Above

Vice President: Philip Friend

Address: See Above

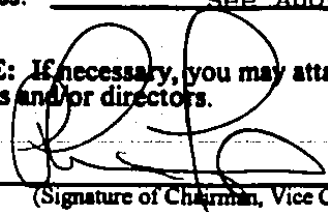
Secretary: Philip Friend

Address: See Above

Treasurer: Philip Friend

Address: See Above

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)

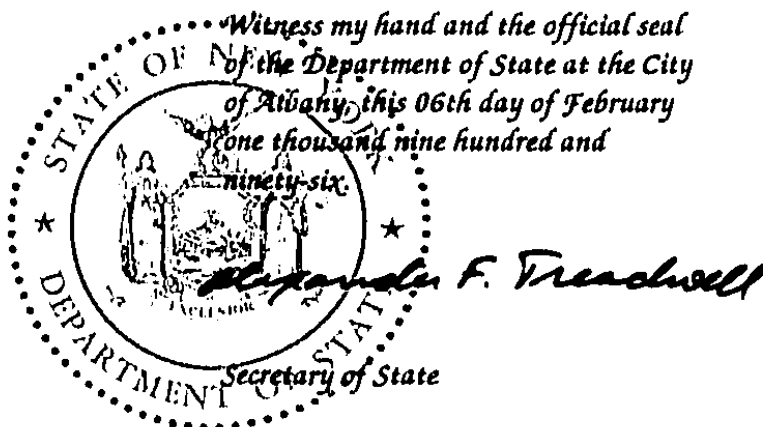
14. Philip Friend, Vice President
(Typed or printed name and capacity of person signing application)

State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of S. FRIEND, INC. was filed on 07/09/1964, under the name of M. FRIEND, INC., with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment M. FRIEND, INC., changing name to S. FRIEND, INC., was filed 01/05/1984.

The Statement of Addresses and Directors is past due.



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