

F96000001342

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: DAVALLAN BAKERY CORPORATION
(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:

Bradley A. Constance

(Name of Person)

Stewart, Cook, Constance, Stewart & Minton, LLC

(Firm/Company)

501 W. Lexington

(Address)

Independence, MO 64050

(City/State/Zip)

W96-790

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

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

Bradley A. Constance
(Name of Person)

at (816) 833-1800
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 15 PM 1:33
3/15



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

January 10, 1996

**BRADLEY A. CONSTANCE
STEWART, COOK, ET AL.
501 W. LEXINGTON
INDEPENDENCE, MO 64050**

SUBJECT: BAVARIAN BAKERY CORPORATION
Ref. Number: W96000000790

We have received your document for BAVARIAN BAKERY CORPORATION and your check(s) totaling \$70.00. 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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 296A00001271

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Rudy E. Deising, do hereby certify that this Resolution of the Board of Directors of Bavarian Bakery Corporation, a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on 4 March, 19 16.

Resolved, that Bavarian Bakery Corporation, organized and existing in the State of Delaware, hereby adopts the name Bavarian Deli & Bakery Corporation for use in Florida.

Dated: 4 March 1946

[Signature]
Signature of at least one director

FILED
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DIVISION OF CORPORATIONS
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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. DAVIDIAN BAKERY 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. _____
(FID number, if applicable)
4. 1942-43
(Date of Incorporation)
5. Perpetual
(Duration Year corp. will cease to exist or "perpetual")
6. January 2, 1946
(Date first transacted business in Florida (SEE SECTIONS 607.1501, 607.1502, AND 617.153, F.S.))
7. 501 W. Lexington, Independence, Mo 64050
(Current mailing address)
8. Production, importation of all types of bakery products, pastry products and allied products and marketing thereof
(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: CT Corporation System
Office Address: 1200 N. Pine Island Road
Plantation, Florida, 33324
(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.
(see attached)
(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: Rudy K. Delwing

Address: Edelweiss Str. 32, 33646 Bad Tölz, Germany

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: Rudy K. Delwing

Address: Edelweiss Str. 32, 33646 Bad Tölz, Germany

Vice President:

Address:

Secretary: Rick James Delwing

Address: Duffenstr. 14, 33646 Bad Tölz, Germany

Assistant Secretary:

Treasurer: Bradley A. Constance

Address: 501 W. Lexington, Independence, MO 64050

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

13 Bradley A. Constance
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14 Bradley A. Constance, Assistant Secretary
(Typed or printed name and capacity of person signing application)

ACCEPTANCE OF APPOINTMENT

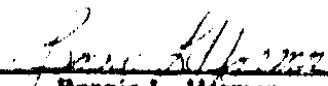
RE: **BAVARIAN BAKER CORPORATION (Delaware Domestic)**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: November 29, 1995

C T CORPORATION SYSTEM

By


Bonnie L. Harmon,
Assistant Secretary

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 "BAVARIAN BAKERY CORPORATION" 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 SEVENTH DAY OF DECEMBER, A.D. 1993.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 15 PM 1:33




Edward J. Freel, Secretary of State

AUTHENTICATION

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DATE 7739013

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