



1201 HAYS STREET
TALLAHASSEE, FL 32301
904 201 0340

800-342-8086

APR -1 PM 4:05
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 901201 4338256
AUTHORIZATION : *Patricia Pujate*
COST LIMIT : \$ 70.00

ORDER DATE : March 29, 1996

ORDER TIME : 2:38 PM

ORDER NO. : 901201

CUSTOMER NO: 4338256

CUSTOMER: Eileen McNamara, Legal Asst
Kirkland & Ellis
Citicorp Center, 39th Floor
153 East 53rd
New York, NY 100224675

700001765517

FOREIGN FILINGS

NAME: BBH - FLORIDA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint D. Fuhrman

8472
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -1 AM 9:09

**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. BBH - Florida, 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. Delaware

(State or country under the law of which it is incorporated)

3. 56-1944650

(FBI number, if applicable)

4. October 4, 1995

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. March 1996

(Date first transacted business in Florida. (See sections 607.1801, 607.1802, and 617.188, F.S.))

7. 10774 Trego Trail

Raleigh, NC 27614

(Current mailing address)

8. Development and operation of bakeries, dough manufacturing, and commissaries.

(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: Corporation Service Company

Office Address: 1201 Hayes 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.

By: Lisa H. Mulligan

(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: Charles A. Davis
Address: 17 Fieldpoint Drive
Greenwich, CT 06830

Vice Chairman: _____
Address: _____

Director: Derek Jones
Address: 332 York Street
Jersey City, NJ 07302

Director: Robert Knox
Address: 897 Lake Avenue
Greenwich, CT 06831

B. OFFICERS

President: Edward E. Davis
Address: 10774 Trego Trail
Raleigh, NC 27614

Vice President: Derek Jones
Address: 332 York Street
Jersey City, NJ 07302

Secretary: Derek Jones
Address: 332 York Street
Jersey City, NJ 07302

Treasurer: Derek Jones
Address: 332 York Street
Jersey City, NJ 07302

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

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

14. Derek Jones, VP, Secretary & Treasurer
(Typed or printed name and capacity of person signing application)

Additional Directors

William Nimmo
67 Park Avenue
Apt. 7B
New York, NY 10016

William J. Schoen
5811 Pelican Bay Boulevard
Suite 500
Naples, FL 33963

Rick Sherman
11817 Springhill Gardens Drive
Anchorage, KY 40223

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BDH-FLORIDA, INC." 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 TWENTY-NINTH DAY OF MARCH, A.D. 1996



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7889242

DATE: 03-29-96