

F96000002776

CT CORPORATION SYSTEM

May 28, 1996

308000 Telegraphic Transfer
Bingham County, NM 87602-25
Tel: (810) 646-9033
Fax: (810) 646-9033

Dear Sir/Madam:

RE: SWISS PRETZEL SHOPS, INC.
ORDER #: 535967

3000001848593
-06/03/96--01062--015
*****70.00 *****70.00

Pursuant to instructions of counsel, we enclose for filing on behalf of the above corporation documents identified below:

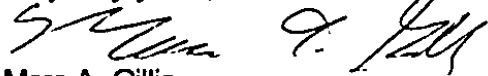
☐ Incorporation ☒ Qualification ☐ Withdrawal

☐ Amendment: ☐ Merger: ☐ Change of Agent/Office:
 ☐ Domestic ☐ Domestic ☐ Domestic
 ☐ Foreign ☐ Foreign ☐ Foreign

☐ Dissolution ☐ Other:
 ☐ Statement of Intent
 ☐ Certificate of Dissolution

Check in payment of the required fee is enclosed. Kindly return evidence of the filing to the undersigned. If there are any problems, please call us at the following number: (810) 646-9033.

Very truly yours,



Marc A. Gillis
Customer Specialist

MAG/cb
Enclosures

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 31 PM 12:17

5/26/96

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Swiss Pretzel Shops, 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. 38-1941898

(FEI number, if applicable)

4. October 21, 1970

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist (personally))

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.150, F.S.))

7. 24293 Telegraph Rd., Southfield, Michigan 48034

(Current mailing address)

8. See attached purpose clause

(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

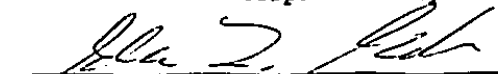
Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

Sharon L. Gahlau, Asst. Vice President

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Horst Haber _____

Address: 24293 Telegraph Rd. _____

Southfield, Michigan 48034 _____

Director: Christa Haber _____

Address: 24293 Telegraph Rd. _____

Southfield, Michigan 48034 _____

B. OFFICERS

President: Horst Haber _____

Address: 24293 Telegraph Rd. _____

Southfield, Michigan 48034 _____

Vice President: _____

Address: _____

Secretary: Christa Haber _____


Address: 24293 Telegraph Rd. _____

Southfield, Michigan 48034 _____

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. Horat Haber, President _____
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 31 PM 12:17

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
Swiss Pretzel Shops, Inc.**

To operate pretzel, food and sundry shops, primarily in shopping centers, and to obtain licenses from the State of Michigan and any other states for the conduct of its business and any other licenses and franchises required for any lawful activity. To grant franchises to persons and entities.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 31 PM 12:17

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SWISS PRETZEL SHOPS, 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 RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY 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.

FILED
SECRETARY OF STATE
DEPARTMENT OF CORPORATIONS
MAY 31 PM 5:17




Edward J. Freel, Secretary of State

0763721 8300

960149805

AUTHENTICATION:

DATE:

7957623

05-23-96