

F96000003303
gourmet FRESH

June 20, 1996

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

Re: Alfresh Foods Inc
Application by Foreign Corporation for
Authorization to Transact Business in Florida

Dear Sir/Madam:

Enclosed is the following:

- 1) Transmittal Letter
- 2) Application by Foreign Corporation for
Authorization to Transact Business in Florida
- 3) Certificate of Existence
- 4) Check for \$70.00 registration fee

Please issue authorization for Alfresh Foods Inc to conduct business in Florida as soon as possible.

If you have any questions or require further information please do not hesitate to contact me directly at (954) 960-0075.

Your prompt attention to this matter will be greatly appreciated.

Sincerely,

Sue Blasingim

Sue Blasingim
Accounting

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DIVISION OF CORPORATIONS

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ALFRESH FOODS INC
(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:

Sue Blasingim
(Name of Person)
Alfresh Foods Inc
(Firm/Company)
2211 NW 30TH Place
(Address)
Pompano Beach Fla 33069
(City/State/Zip)

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

Sue Blasingim at (954) 960-0075
(Name of Person) (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

**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. ALFRESH FOODS, 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. 65-0639405
(FBI number, if applicable)

4. 8/9/95
(Date of Incorporation)

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

6. 4-1-96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. _____

2211 NW 30TH PLACE, Pompano BEACH, FL 33069
(Current mailing address)

8. manufacturing of food products, mail order foods & co-packaging
(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: John Walker

Office Address: 2211 NW 30TH Place

Pompano Beach, Florida, 33069
(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.


(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: Gregory A. Poloni
Address: 6945 Bianchini Circle Boca Raton, FL 33433
Vice Chairman: Amy E. Parker
Address: 1150 NW 93rd Terrace Fort Lauderdale, FL 33322

Director: Tony Morgenthau
Address: 5200 Spring Lake Way
Baltimore, MD 21212

Director: _____
Address: _____

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

President: Gregory A. Poloni
Address: 6945 Bianchini Circle
Boca Raton, FL 33433

Vice President: John R. Walker
Address: 11208 West Sample Rd
Coral Springs, FL 33065

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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. JOHN R. WALKER, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

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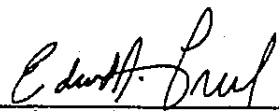
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALFRESH FOODS, 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 EIGHTH DAY OF APRIL, A.D. 1996.

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 7897718

DATE: 04-08-96