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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

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

CORPORATION(S) NAME

Kayem Foods Inc.

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DIVISION OF CORPORATIONS

**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. Kayam 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. Massachusetts (State or country under the law of which it is incorporated)
3. 04-2050089 (FEI number, if applicable)
4. September 17, 1947 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 75 Arlington Street, Chelsea, Massachusetts 02150-5728
(Current mailing address)
8. Sale of food products.
(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)

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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)

MARK HENNESSEY
ASSISTANT SECRETARY

(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: Anthony C. Monkiewicz

Address: 75 Arlington Street
Chelsea, Massachusetts 02150-5728

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. *Romuald F. Monkiewicz*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Romuald F. Monkiewicz, President
(Typed or printed name and capacity of person signing application)

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

**Directors of
Kayem Foods, Inc.**

1. Romuald F. Monkiewicz
75 Arlington Street
Chelsea, Massachusetts 02150-5728
2. William G. Colcord
75 Arlington Street
Chelsea, Massachusetts 02150-5728
3. Stephan Monkiewicz
75 Arlington Street
Chelsea, Massachusetts 02150-5728
4. Peter Monkiewicz
75 Arlington Street
Chelsea, Massachusetts 02150-5728
5. Anthony C. Monkiewicz
75 Arlington Street
Chelsea, Massachusetts 02150-5728
6. Edward F. Hammond
443 Peck Road
Acton, Maine 04001
7. Harry Thomasian
The Villas At Wexford, 3814 MacFarlane Street
Melbourne Beach, Florida 32951
8. Edward F. Burke
3675 Amberly Cir., Apt. C303
Naples, Florida 33940
9. Stephen Mosher
75 Arlington Street
Chelsea, Massachusetts 02150-5728
10. Walter Z. Monkiewicz
427 Lowell Street
Lynnfield, Massachusetts 01940

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

**Officers of
Kayem Foods, Inc.**

1. Romuald F. Monkiewicz, President
75 Arlington Street
Chelsea, Massachusetts 02150-5728
2. William G. Colcord, Vice President & Treasurer
75 Arlington Street
Chelsea, Massachusetts 02150-5728
3. Stephan Monkiewicz, Clerk
75 Arlington Street
Chelsea, Massachusetts 02150-5728
4. Peter Monkiewicz, Assistant Treasurer
75 Arlington Street
Chelsea, Massachusetts 02150-5728



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02188

August 30, 1996

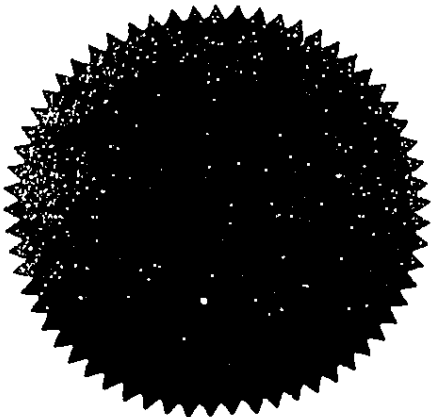
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

KAYEM Foods, Inc.

is a domestic corporation organized on **September 18, 1947**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

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* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.