

F96000004893

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: JOHANNA 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:

Richard A. Cook
(Name of Person)

Johanna Foods, Inc.
(Firm/Company)

PO Box 272, Johanna Farms Rd.
(Address)

Flemington, NJ 08822
(City/State/Zip)

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****570.00 ****570.00

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

Richard A. Cook at (908) 788-2389
(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 24 AM 9:27



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

September 16, 1996

RICHARD A. COOK
JOHANNA FOODS, INC.
PO BOX 272, JOHANNA FARMS RD
FLEMINGTON, NJ 08822

SUBJECT: JOHANNA FOODS, INC.
Ref. Number: W96000019431

We have received your document for JOHANNA FOODS, INC. and your check(s) totaling \$670.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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: 996A00042812

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P. 02

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. JOHANNA 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. New Jersey
(State or country under the law of which it is incorporated)
3. 22-2973062
(FBI number, if applicable)
4. May 1, 1989
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. May 1, 1993
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, AND 817.133, F.S.)
7. PO Box 272, Johanna Farms Rd.
Flemington, NJ 08822
(Current mailing address)
8. Sales & Distribution 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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Bonacker & Leigh Attn: Mike O'Donnel
Office Address: 2000 N.W. 89th Place
Miami, FL 33177 , Florida, 33172
(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.

Mike O'Donnel
(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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95 SEP 24 AM 9:22

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Robert A. Facchina

Address: 5 Blue Bird Ct.

Flemington, NJ 08822

Vice President: Richard A. Cook

Address: 108 Hockenbury Drive

Glen Gardner, NJ 08826

Secretary: George B. Young

Address: 3631 Oak Lane

Furlong, PA 18925

Treasurer: _____

Address: _____

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

13. *Richard A. Cook*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard A. Cook - Vice President & C.F.O.
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 24 AM 9:27

NEW JERSEY SECRETARY OF STATE

JOHANNA FOODS, INC.

I, THE SECRETARY OF STATE OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY THAT THE RECORDS OF THIS OFFICE SHOW THAT THE CHARTER/AUTHORITY OF THE ABOVE-NAMED NJ BUSINESS WAS FILED IN THIS OFFICE ON MAY 01, 1989.

I FURTHER CERTIFY, THAT SO FAR AS THE RECORDS OF THIS OFFICE SHOW, SAID BUSINESS HAS NOT BEEN DISSOLVED, CANCELLED, OR WITHDRAWN, NOR HAS ITS CHARTER/AUTHORITY BEEN VOIDED/REVOKED FOR NON-PAYMENT OF STATE TAXES BY PROCLAMATION. IT NOW CONTINUES TO MAINTAIN ACTIVE STATUS WITHIN THE STATE OF NEW JERSEY. AT THE TIME OF THE ISSUANCE OF THIS CERTIFICATE, ANNUAL REPORTS ARE OUTSTANDING FOR 96.

I FURTHER CERTIFY THAT THE LOCATION OF THE REGISTERED OFFICE IS

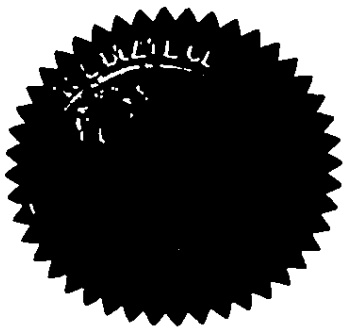
820 BEAR TAVERN ROAD

WEST TRENTON

NJ 08628

AND THE REGISTERED AGENT IS THE CORPORATION TRUST CO.

AUG. 12, 1996



Jonas R. Hasky