F96000006485

((H96000016105)))

TO: DIVISION OF CORPORATIONS
(904)922-4000 FAX #:

FROM: THE COMPANY CORPORATION
076660001006 ACCT#:
CONTACT: REGINA CEPHAS
PHONE: (302)575-0440
(302)575-1346 FAX #:

NAME: CHEVERE, INC.
AUDIT NUMBER......H96000016105
DOC TYPE..........FOREIGN PROFIT QUALIFICATION
CERT. OF STATUS..0 PAGES....... 4
CERT. COPIES......0 DEL.METHOD.. FAX
EST.CHARGE.. $70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX #: (305) 440-3308

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 11 AM 9:27

DEC-11-1996 08:25 00 00 00 00 00 00 P.02/06

The Company Corporation
1313 N. Market Street
Wilmington, Delaware 19801-1151

- **TO:**

Name :DIVISON OF CORPORATIONS

Fax: 904-922-4001

- **FROM**

Name : ALISON KOCHIE

Fax : 302-575-1346

Phone : 1-800-542-2677 - OR - 302-575-0440

COMMENTS:

RE: CHEVERE, INC. - H96000016105:

ENCLOSED PLEASE FIND THE RESUBMITTED DOCUMENT FOR THIS FOREIGN PROFIT QUALIFICATION FILING.

AN ALTERNATE NAME IS PROVIDED, ALONG WITH RESOLUTION OF BOARD OF DIRECTORS.

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned David Utter (Name) do hereby certify

that this Resolution of the Board of Directors of

Chevere, Inc. (Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware

was duly adopted on September 25, 19 96

Be it resolved, that Chevere, Inc. (Corporate Name),

organized and existing in the State of Delaware, hereby adopts the name

Chevere of Delaware, Inc. for use in Florida.

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Dated: 12/5/96

David K. Utter
Signature of either Chairman, Vice Chairman or any officer

David K. Utter
Type or print name

INHS19(4/96)

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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. Chevere, Inc. (which will do business in FL as Chevare of Delaware, 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. 65-0701781
(FEI number, if applicable)

4. 9/25/96
(Date of incorporation)

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

6. 10/24/96
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 4640 SW 14th st
Coral Gables Fl. 33134
(Current mailing address)

8. Coffee sales Juices smoothies, desserts, health products
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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DIVISION OF CORPORATIONS

9. **Name and street address of Florida registered agent:**

Name: David litter

Office Address: 4640 SW 14th st

Coral Gables, **Florida**, 33134
(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 ...

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: David Utter

Address: 4640 SW 14th St
Coral Gables, FL 33134

Vice Chairman: ______

Address: ______

Director: Raleigh Utter

Address: 18400 Von Karman #600
Irvine CA 92715

Director: Jack Utter

Address: 18400 Von Karman #600
Irvine CA 92715

B. OFFICERS

President: David Utter

Address: 4640 SW 14th St
Coral Gables FL 33134

Vice President: ______

Address: ______

Secretary: ______

Address: ______

Treasurer: ______

Address: ______

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

13. David K Utter
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David K Utter Chairman
(Typed or printed name and capacity of person signing application)

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H96000016105

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHEVERE, 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 THIRTEENTH DAY OF NOVEMBER, A.D. 1996.

SEAL OF THE STATE OF DELAWARE · 1793 · 1847 · 1907

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 11 AM 9:27

Edward J. Freel

Edward J. Freel, Secretary of State

2665261 8300

960330474

AUTHENTICATION: 8189550

DATE: 11-13-96

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