ACCOUNT NO. : 072100000032

REFERENCE :

756633

4327828

AUTHORIZATION (:

COST LIMIT

\$ 70.00

ORDER DATE: March 26, 1998

ORDER TIME : 10:07 AM

ORDER NO. : 756633-005

CUSTOMER NO: 4327828

CUSTOMER: Ms. Connie Carlton

Alley Maass Rogers & Lindsay, 321 Royal Poinciana Pl., South

Palm Beach, FL 33480-0431

DIVISION OF CURPORATION

FOREIGN FILINGS

NAME:

SPRINGWATER COOKIE & CONFECTIONS, INC.

XXXX QUALIFICATION (TYPE: CO)

400002471884--9

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

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:

and

1.	SPRINGWATER COOKIE & CONFECTIONS, 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.)
	(State or country under the law of which it is incorporated) (FEI number, if applicable)
4.	10/31/86 5. Perpetual (Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6.	3/27/98
	(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7.	283 Sharts Road
	Springboro, Ohio 45066 (Current mailing address) (Current mailing address)
	(Current mailing address)
8.	To engage in lawful activity for which corporations may be formed under
	(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Floriday Section 1701 of the Ohio Revised Code.
9.	Name and street address of Florida registered agent:
	Name: M. Timothy Hanlon, Esq. Alley, Maass, Rogers & Lindsay, P.A.
	Office Address: 321 Royal Poinciana Plaza
	Palm Beach , Florida , 33480
	(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 ar	id addresses	of officers	and/or	directors:

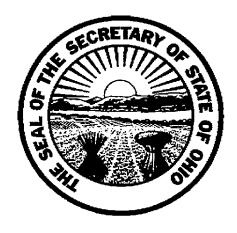
President: RICHARD H. KANTOR Address: 9531 BENCHMARY LANE CINCINNATI OH 45237 Vice President: DAVID A. KANTOR Address: 6064 LELAC ROAD BOCA RATON, FL 33496 Secretary: STEVEN L. MESSER Address: 6690 WEST BEECHLANDS DR CINCINNATI OH 45237 Treasurer: RICHARD H. KANTOR Address: 9531 BENCHMARK LANE CINCINNATI OH 45237 OTE: If necessary, you may attach an addendum to the application listing additional officency of the application. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)	A. DI	DIRECTORS				
Vice Chairman: DAVID A. KANTOR Address: 6064 LELAC ROAD BOCA RATON, FL 33496 Director: Address: 50 Benchmark Lane CINCINNATI OH 45237 Vice President: RICHARD H. KANTOR Address: 9531 BENCHMARK LANE CINCINNATI OH 45237 Vice President: DAVID A. KANTOR Address: 6064 LELAC ROAD BOCA RATON, FL 33496 Secretary: STEVEN L. MESSER Address: 6490 WEST BECHLANDS DR CINCINNATI OH 45237 Treasurer: RICHARD H. KANTOR Address: 9531 BENCHMARK LANE CINCINNATI OH 45237 Treasurer: RICHARD H. KANTOR Address: 9631 BENCHMARK LANE CINCINNATI OH 45237 OTE: If necessary, you may attach an addendum to the application listing additional office of Chairman, vice Chairman, or any officer listed in number 12 of the application)		Chairman: RICHARD	H. KANTOR			
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Address: GOG4 LELAC ROAD BOCA RATON, FL 33496 Director: Address: BICHARD H. KANTOR Address: President: RICHARD H. KANTOR Address: 9531 BENCHMARY LANE CINCINNATI OH 45237 Vice President: DAVID A. KANTOR Address: GOG4 LELAC ROAD BOCA RATON, FL 33496 Secretary: STEVEN L. MESSER Address: GOG0 WEST BECHLANDS DR CINCINNATI OH 45237 Treasurer: RICHARD H. KANTOR Address: GOG0 WEST BECHLANDS DR CINCINNATI OH 45237 Treasurer: RICHARD H. KANTOR Address: 9531 BENCHMARK LANE CINCINNATI OH 45237 OTE: If necessary, you may attach an addendum to the application listing additional officency of the composition of the condition of the conditional officency of the composition of the conditional officency of the composition of the conditional officency of the composition of the conditional of the condit		_				
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Director: Address: Director: Address: President: BICHARD H. KANTOR Address: Q531 BENCHMARY LANE CINCINNATI OH 45237 Vice President: DAVID A. KANTOR Address: G064 LELAC ROAD BOCA RATON, FL 33496 Secretary: SECRETARY: Address: G690 WEST BECHLANDS DR CINCINNATI OH 45237 Treasurer: RICHARD H. KANTOR Address: Q531 BENCHMARK LANE CINCINNATI OH 45237 OTE: If necessary, you may attach an addendum to the application listing additional office of the application) (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)		BOCA	RATON, FL 33496			
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Secretary: STEVEN L. MESSER Address: 6690 WEST BEECHLANDS DR CINCINNATI OH 45237 Treasurer: RICHARD H. KANTOR Address: 9531 BENCHMARK LANE CINCINNATI OH 45237 OTE: If necessary, you may attach an addendum to the application listing additional office of directors. 3. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)		Vice President: <u>DAVID</u>) A. KANTOR			
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4. STEVEN I MESSER SCIDLYADY	(Signat	ure or Chairman, vice Chairman, or any o	moor listed in number 12 of the application)			
(Typed or printe Plame and capacity of person signing application)	4. <u> </u>					

UNITED STATES OF AMERICA, STATE OF OHIO, OFFICE OF THE SECRETARY OF STATE.

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and miscellaneous filings; that said records show SPRINGWATER COOKIE AND CONFECTIONS, INC., an Ohio Corporation, Charter No. 687722, principal location in Springboro, County of Warren, incorporated on October 29, 1986, is currently in GOOD STANDING upon the records of this office.

DIVISION OF CORPORATIONS

98 MAR 30 PM 2: 49



witness my hand and official seal at Columbus, Ohio this 27th day of March, A.D. 1998

Bob Taft Secretary of State