

F9800000/860

Charter Number Only

3/23/98

VALIDATION ONLY

Chafroff, Terminello & Terminello

Requestor's Name

2700 SW 37th Ave.

Address

Miami FL 33133

City

State

ZIP

Phone

444-5002 A

100002466091--1

-03/24/98--01021--011

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

CORPORATION(S) NAME

W98-6473

Xando, Incorporated.



Empire Toll Free: 1-800-432-3028

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR - 1 AM 11:45

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<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input checked="" type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Reservation	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call If Problem	<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Mail Out
<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up	

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R8-85)

09 MAR 24 AM 9:16
DIVISION OF CORPORATION

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: XANDO, INCORPORATED

(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:

Nancy Terminello, Esq.

(Name of Person)

CHADROFF, TERMINELLO & TERMINELLO

(Firm/Company)

2700 S.W. 37th Avenue

(Address)

Miami, Florida 33133

(City/State/Zip)

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

Nancy Terminello

(Name of Person)

at (305) 444-5002

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 24, 1998

EMPIRE

SUBJECT: XANDO, INC.
Ref. Number: W98000006473

We have received your document for XANDO, INC. and your check(s) totaling \$70.00. 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 (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 898A0001561

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DIVISION OF CORPORATIONS
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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. XANDO, INCORPORATED
(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. CONNECTICUT 3. 06-1-393745
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 5, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Estimated October, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. XANDO, INCORPORATED
860 Canal Street, Stamford, Connecticut 06902
(Current mailing address)
8. To engage in any lawful activity.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Louis J. Terminello, Esq.

Office Address: CHADROFF, TERMINELLO & TERMINELLO
2700 S.W. 37th Avenue
Miami, Florida, 33133
(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.

THIS INSTRUMENT PREPARED BY: Nancy Terminello, Esq.
CHADROFF, TERMINELLO & TERMINELLO
2700 S.W. 37th Avenue, Miami, FL 33133
tel: (305) 444-5002
fax: (305) 448-5566
FBN: 897744

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: Andrew Stenzler Nicholas Marsh David Kaufman

Address: 95 Horatio Street 95 Horatio Street 95 Horatio Street

New York, N.Y. 10014 New York, N.Y. 10014 New York, N.Y. 10014

Director: Creed L. Ford Jeffrey M. Stork Dan Levitan

Address: 1200 Lakeway Drive 26 Old Gulph Road 1201 3rd Avenue

Lakeway, Texas 78734 Gladwyne, PA 19036 Seattle, Washington 98101

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

President: Nicholas Marsh (also Co-CEO)

Address: 95 Horatio Street

New York, N.Y. 10014

Vice President: David Kaufman (Chief Operating Officer)

Address: 95 Horatio Street

New York, N.Y. 10014

Secretary: Andrew Stenzler (also Co-CEO)

Address: 95 Horatio Street

New York, N.Y. 10014

Treasurer: Nicholas Marsh

Address: 95 Horatio Street

New York, N.Y. 10014

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

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. NICHOLAS MARSH, PRESIDENT

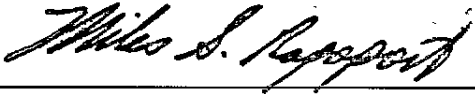
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Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

XANDO, INCORPORATED

incorporated under the laws of Connecticut is in existence.



Secretary of the State

Date Issued: March 4, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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