

F98000001868

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

100002475441--7

-04/01/98--01061--024

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

CORPORATION(S) NAME

Cpm merger Corporation

W4/1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 1 PM 1:38

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other UCC Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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

APR 01 1998

PLEASE RETURN EXTRA COPIES
FILE STAMPED

98 APR 1 PM 1:38
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. CPM Merger Corporation

(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. Tennessee

(State or country under the law of which it is incorporated)

3. 62-1733492

(FEI number, if applicable)

4. March 13, 1998

(Date of incorporation)

5. Perpetual

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

6. April 1, 1998

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 2401 PGA Blvd., Suite 172

Palm Beach Gardens, FL 33410

(Current mailing address)

8. To acquire and operate units involved in restaurant and deli sales,

~~including the sale of liquor, wine, beer,~~
(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)

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

Mary R. Adams

(Registered agent's signature) (Officer)

MARY R. ADAMS, ASST. SECRETARY

(Type Name and Title of Officer)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR - 1 PM 1:38

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

Chairman: See attached _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR - 1 PM 1:38

Treasurer: _____

Address: _____

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

13. Michael J. Zylstra
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Michael J. Zylstra, Assistant Secretary

14. _____
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -1 PM 1:38

DIRECTORS:

Ronald N. Magruder
305 Hartmann Dr.
P.O. Box 787
Lebanon, TN 37088-0787

Michael A. Woodhouse
305 Hartmann Dr.
P.O. Box 787
Lebanon, TN 37088-0787

Carmine Giardini
2401 PGA Blvd., Suite 172
Palm Beach Gardens, FL 33410

OFFICERS:

Carmine Giardini - President
2401 PGA Blvd., Suite 172
Palm Beach Gardens, FL 33410

Sheila Giardini - Vice President
2401 PGA Blvd., Suite 172
Palm Beach Gardens, FL 33410

Judith K. Donovan - Vice President
2401 PGA Blvd., Suite 172
Palm Beach Gardens, FL 33410

Patrick A. Scruggs - Treasurer
305 Hartmann Dr.
P.O. Box 787
Lebanon, TN 37088-0787

James F. Blackstock - Corporate Secretary
305 Hartmann Dr.
P.O. Box 787
Lebanon, TN 37088-0787

Michael J. Zylstra - Assistant Secretary
305 Hartmann Dr.
P.O. Box 787
Lebanon, TN 37088-0787

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR - 1 PM 1:38

**Secretary of State
Corporations Section**

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 03/27/1998
REQUEST NUMBER: 98086031
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 03/13/1998
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0347392
JURISDICTION: TENNESSEE

TO:
CAPITAL FILING SERVICE, INC
7051 HIGHWAY 70 S
#333
NASHVILLE, TN 37221

REQUESTED BY:
CAPITAL FILING SERVICE, INC
7051 HIGHWAY 70 S
#333
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"CPM MERGER CORPORATION"

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR - 1 PM 1:38

FOR: REQUEST FOR CERTIFICATE

ON DATE: 03/27/98

FROM:
CAPITAL FILING SERVICE, INC.
7051 HWY 70 S
#333
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$170.00 \$130.00
TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 00002278206
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE