

F9800000022/3

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: THE ROSE, INCORPORATED

(Name of corporation - must include suffix)

700002468947--C

-03/26/98-01035--001

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

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:

MICHEAL F. BOHN, ESQ.

(Name of Person)

LAW OFFICES OF MICHAEL F. BOHN, ESQ., LTD.

(Firm/Company)

873 NORTH EASTERN AVENUE

(Address)

LAS VEGAS, NV 89101

(City/State/Zip)

W98-6758

SECRETARY OF REVENUE
TALLAHASSEE, FLORIDA

98 APR 20 PM 12:42

FILED

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

MICHAEL F. BOHN, ESQ.

(Name of Person)

at (702) 642-3113

(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 26, 1998

MICHAEL F. BOHN, ESQ.
873 N. EASTERN AVE.
LAS VEGAS, NV 89101

SUBJECT: THE ROSE, INC.
Ref. Number: W98000006758

We have received your document for THE ROSE, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 198A00016296

MINUTES OF A SPECIAL MEETING OF
THE DIRECTORS OF
THE ROSE, INC.

The directors constituting the Board of Directors of THE ROSE INC, held a special meeting at the offices of the corporation on the 3rd day of April, 1998. Present was RONALD JACOBS and ROSEANN JACOBS by telephone.

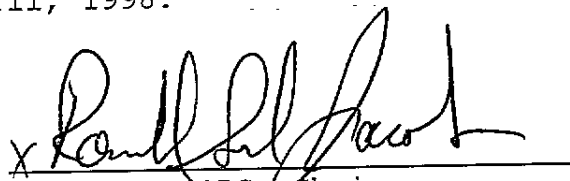
The Chairman announced that the meeting was held pursuant to written waiver of notice thereof and consent thereto signed by all of the directors of the corporation

The Chairman next announced that the corporation had attempted to register with the state of Florida, however, was unable to do so because another corporation was registered in the state of Florida with the name "THE ROSE, INC." The chairman then announced that the corporation had to choose a different name to register the corporation in the state of Florida. The chairman then suggested to use the name "MAMA'S SPECIALTIES, INC." for the corporation name in the state of Florida.


After discussion, upon motion duly made seconded and unanimously carried, it was:

RESOLVED: to use the name "MAMA'S SPECIALTIES, INC." for the corporation name in the state of Florida.

DATED this 3rd day of April, 1998.


RONALD JACOBS, Chairman

Attest:


RONALD JACOBS, Secretary

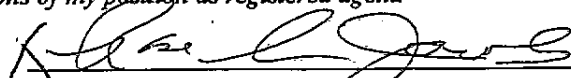
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. THE ROSE, 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. NEVADA
(State or country under the law of which it is incorporated)
3. 86-0872191
(FEI number, if applicable)
4. FEBRUARY 27, 1997
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. HAS NOT TRANSACTED BUSINESS
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3900 PARADISE ROAD, STE. #156 A
LAS VEGAS, NV 89101
(Current mailing address)
8. ANY LAWFUL BUSINESS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: ROSE ANN JACOBS
PORT DEMAR
Office Address: 1238 HILLSBORO MILE #106 1160 Hillsboro Mile #605
HILLSBORO BEACH, Florida, 33062
(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.

FILED
98 APR 20 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: RONALD JACOBS

Address: 3900 PARADISE ROAD #156, LAS VEGAS, NV 89101

Vice Chairman: NONE

Address: _____

Director: ROSE ANN JACOBS

Address: 3900 PARADISE ROAD #156

LAS VEGAS, NV 89101

Director: JACK JACOBS

Address: 3900 PARADISE ROAD #156

LAS VEGAS, NV 89101

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TALLAHASSEE, FLORIDA

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

President: RONALD JACOBS

Address: 3900 PARADISE ROAD #156

LAS VEGAS, NV 89101

Vice President: _____

Address: _____

Secretary: ROSE ANN JACOBS

Address: ~~PORT-DEMAR~~
1238 HILLSBORO MILE #106

HILLSBORO BEACH, FLORIDA 33062

Grand House
1160 Hillsboro mile #605

Treasurer: ROSE ANN JACOBS

Address: ~~PORT-DEMAR~~
1238 HILLSBORO MILE #106

HILLSBORO BEACH, FLORIDA 33062

1160 Hillsboro mile #605

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

13. Rose Ann Jacobs
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Rose Ann Jacobs
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **THE ROSE, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since February 27, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on February 10, 1998.



Dean Heller
Secretary of State

By

John M. Hirsch
Certification Clerk

FILED
98 APR 20 PM 2:42
CLERK OF THE COURT
CLERK OF THE COURT
CLERK OF THE COURT