

F98000003004
HUGHES & LUCE, L.L.P.

111 Congress Avenue
Suite 900
Austin, Texas 78701
512 / 482-6800
512 / 482-6859 (fax)

Attorneys and Counselors

April 2, 1998

Writer's Direct Dial Number
512/482-6816

Other Offices
Dallas
Houston

Corporations Division
Office of the Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Via Certified Mail No. Z 848 985 329
Return Receipt Requested

Re: **Baker Armstrong, Inc.**

100002486131--5
-04/13/98--01034--008
*****70.00 *****70.00

Dear Sir or Madam:

Please find enclosed for filing an original and one copy of an Application by Foreign Corporation for Authorization to Transact Business in Florida, together with a check in the amount of \$70.00, made payable to the Florida Secretary of State for filing fees. Please return the enclosed copy to me, file-stamped to evidence your receipt of same. A self-addressed, stamped envelope is provided for your convenience.

Thank you for your assistance in this matter. If you have any questions, please call.

Very truly yours,

Patricia Gunn

Patricia L. Gunn
Legal Assistant

Enclosures

cc: J. William Wilson, Esq. (Firm) (w/o encls.)

Ms/27/98
W98-8239
Pg. 595



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 13, 1998

HUGHES & LUCE, L.L.P.
% PATRICIA L. GUNN
111 CONGRES AVE., SUITE 900
AUSTIN, TX 78701

SUBJECT: BAKER ARMSTRONG, INC.
Ref. Number: W98000008239

We have received your document for BAKER ARMSTRONG, 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:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 298A00019662

HUGHES & LUCE, L.L.P.

Attorneys and Counselors

111 Congress Avenue
Suite 900
Austin, Texas 78701
512 / 482-6800
512 / 482-6859 (fax)

May 22, 1998

Writer's Direct Dial Number
512/482-6928

Other Offices
Dallas
Houston

Ms. Agnes Lunt
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Certified Mail - Return Receipt Requested
Z847 624 229

Re: ***Baker Armstrong, Inc.***
Reference No. W98000008239
Letter No. 298A00019662

Dear Ms. Lunt:

Enclosed please find an Affidavit submitted on behalf of Baker Armstrong, Inc., in reply to your referenced letter. If the Affidavit meets with the Department's approval, we would appreciate your processing the Application by Foreign Corporation that you have for this corporation. Of course, if additional information or documentation is necessary, please do not hesitate to call so that we can supply you with whatever is necessary.

Thank you for your help in this matter. Again, if you have any questions, please call.

Very truly yours,



Cheryl A. Pettigrew, CLA
Paralegal

Enclosures

cc: Mr. Keith Morris (w/encl.)
Mr. J. William Wilson [Interoffice - w/out encl.]

AFFIDAVIT

STATE OF FLORIDA §
 §
COUNTY OF Broward §

On this 20th day of May, 1998, personally appeared before me, a Notary Public in and for the aforesaid State and County, Keith P. Morris who, after being duly sworn upon his oath, stated as follows:

1. “My name is Keith P. Morris, I am over the age of eighteen years, of sound mind and qualified to make this Affidavit. I have personal knowledge of the facts contained in this Affidavit.

2. “I am the President and a director of Baker Armstrong, Inc., a corporation duly organized and existing pursuant to the laws of the State of Delaware, and am authorized to make this Affidavit.

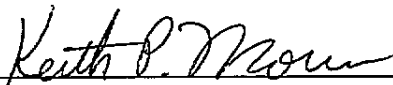
3. “Baker Armstrong, Inc., in compliance with Section 607.1503, Florida Statutes, submitted an Application by Foreign Corporation for Authorization to Transact Business in Florida on or about April 13, 1998.

4. “There was an error in paragraph 6 of the Application, which incorrectly stated that Baker Armstrong began to transact business in the State of Florida on October 1, 1997. Baker Armstrong has not conducted business in the State of Florida. To date, Baker Armstrong has not engaged in any activities within the State of Florida which would constitute transacting business.

5. “All other information contained on the Application is correct to the best of my personal knowledge and belief.

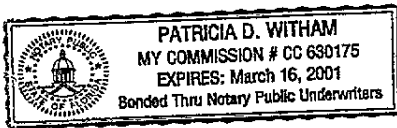
6. "This Affidavit is submitted pursuant to and in reliance on Section 607.1501, Florida Statutes."


FURTHER, AFFIANT SAYETH NOT.



KEITH P. MORRIS
Affiant

SUBSCRIBED AND SWORN TO BEFORE ME, the undersigned authority, this
20th day of May, 1998, by Keith P. Morris.





Notary Public in and for the State of Florida
PATRICIA D. WITHAM
Commission Expiration Date: 3/16/2001

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. BAKER ARMSTRONG, 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. 36-4185396
(FEI number, if applicable)
4. September 22, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. October 1, 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 401 North Michigan Avenue, Suite 1200
Chicago, Illinois 60646
(Current mailing address)
8. Wholesaler of food ingredients.
(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 obligations of my position as registered agent.

C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)

Kirk Hood, Assistant Secretary
(Type Name and Title of Officer)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Keith P. Morris

Address: 401 North Michigan Avenue, Suite 1200

Chicago, Illinois 60646

Director: _____

Address: _____

B. OFFICERS

President: Keith P. Morris

Address: 401 North Michigan Avenue, Suite 1200

Chicago, Illinois 60646

Vice President: _____

Address: _____

Secretary: Keith P. Morris

Address: 401 North Michigan Avenue, Suite 1200

Chicago, Illinois 60646

Treasurer: Keith P. Morris

Address: 401 North Michigan Avenue, Suite 1200

Chicago, Illinois 60646

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

13. Keith P. Morris President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Keith P. Morris, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAKER ARMSTRONG, 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 FIRST DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2799152 8300

DATE: 9006522

981126384

04-01-98