

F98000005941

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: COOK'S CONFECTIONS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

100002662271--1
-10/13/98--01021--003
*****70.00 *****70.00

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:

DIANE COOK
(Name of Person)

ROCKY MOUNTAIN CHOCOLATE FACTORY
(Firm/Company)

1001 MARKET ST., STE 30A
(Address)

DALTON, GA 30720
(City/State/Zip)

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

WPR-23258

DIANE COOK at (706) 275-4488
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 26 PM 12:04

FILED

10/26/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 13, 1998

DIANE COOK
ROCKY MOUNTAIN CHOCOLATE FACTORY
1001 MARKET ST STE. #32A
DALTON, FL 30720

SUBJECT: COOK'S CONFECTIONS, INC.
Ref. Number: W98000023258

We have received your document for COOK'S CONFECTIONS, 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:

I am returning the certified copy of the certificate of incorporation as this office requires a foreign corporation to submit an original "certificate of existence" issued by the Delaware Secretary of state.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 098A00050788

FILED
98 OCT 26 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. COOK'S 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.)
2. GEORGIA 3. 58-2326125
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 6/17/98 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. PLAN TO OPEN FOR BUSINESS NO EARLIER THAN 11-20-98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1001 MARKET ST., STE 32A
DALTON, GA 30720
(Current mailing address)
8. RETAIL CANDY STORE
(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: DIANE COOK
- Office Address: 747 SOUTHGATE PLAZA, STE 1020
SARASOTA, FL., Florida, 34239
(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.

Diane Cook
(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 OCT 26 PM 12:04
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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: GLENWOOD H. COOK

Address: 1401 ROSEWOOD CIR #21
DALTON, GA 30720

Vice President: _____

Address: _____

Secretary: DIANE COOK

Address: 1401 ROSEWOOD CIR #21
DALTON, GA 30720

Treasurer: DIANE COOK

Address: 1401 ROSEWOOD CIR #21
DALTON, GA 30720

FILED
58 OCT 26 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

14. DIANE COOK, SEC/TR
(Typed or printed name and capacity of person signing application)

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 982920071
CONTROL NUMBER : 9722776
DATE INC/AUTH/FILED: 06/17/1997
JURISDICTION : GEORGIA
PRINT DATE : 10/19/1998
FORM NUMBER : 211

COOK'S CONFECTIONS, INC.
ATTN: DIANE COOK
1401 ROSEWOOD CIRCLE UNIT 21
DALTON GA 30720

FILED
98 OCT 26 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

COOK'S CONFECTIONS, INC. A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

