

F99000000144



ACCOUNT NO. : 072100000032

REFERENCE : 089964 4354535

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : January 6, 1999

ORDER TIME : 11:40 AM.

ORDER NO. : 089964-005

600002733336--2

CUSTOMER NO: 4354535

W98-445

CUSTOMER: Hans Polak, Esq
Carpenter Bennett & Morrissey
Three Gateway Center
100 Mulberry Street
Newark, NJ 07102

FOREIGN FILINGS

NAME: PBC SOUTHEAST, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

RECEIVED
99 JAN 11 PM 12:03
JAN 11 2000
STATE
TALLAHASSEE, FLORIDA
FILED
99 JAN -7 PM 3:49

AL JAN 8 - 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 7, 1999

CSC

SUBJECT: PBC SOUTHEAST, INC.
Ref. Number: W99000000445

RESUBMIT

Please give original
submission date as file date.

*Please backdate
to 1-7-99*

Thanks.

Notice
We have received your document(s) in this office, however, a copy of the document is being returned for the following:

*No
copies
were
returned*
A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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: 099A00000782

RECEIVED
99 JAN -8 PM 3:17
DIVISION OF CORPORATION

FILED
STATE
TALLAHASSEE, FLORIDA

99 JAN -7 PM 3:50

FILED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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. PBC Southeast, 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. 65-0881897

(FEI number, if applicable)

4. April 2, 1998

(Date of Incorporation)

5. perpetual

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

6. upon filing

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

7. c/o Teixeira Bakery, 113-129 Kossuth Street

Newark, NJ 07105

(Current mailing address)

8. Any lawful act for which corporations may be organized under the Delaware General Corporation Law and permitted by the Florida Business Corporation Act.

(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Mike E. Safris

Office Address: 621 NW 53rd St. Suite 240

Boca Raton, Florida, 33487
(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.

By: Mike E. Safris

(Registered agent's signature)

Mike E. Safris

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: (Street address ONLY- P.O. Box NOT acceptable)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Manuel Teixeira

Address: 558 Pheasant Hill Road, Mountainside, NJ 07092

Director: _____

Address: _____

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

President: Manuel Teixeira

Address: 558 Pheasant Hill Road, Mountainside, NJ 07092

Vice President: Maria E. Teixeira

Address: 558 Pheasant Hill Rd.

Mountainside, NJ 07092

Secretary: Maria E. Teixeira

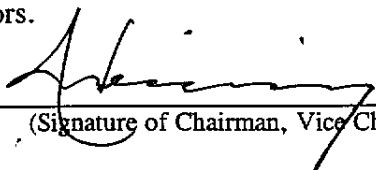
Address: 559 Pheasant Hill Rd.

Moutainside, NJ 07092

Treasurer: Manuel Teixeira

Address: 558 Pheasant Hill Road, Mountainside, NJ 07092

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.)

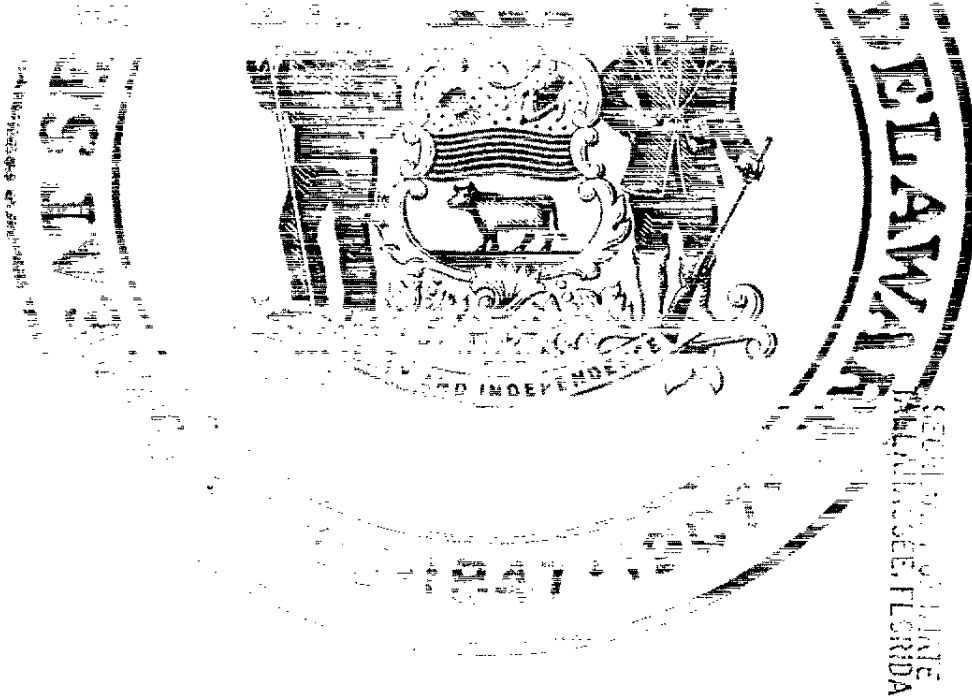
14. Manuel Teixeira, President

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PEC SOUTHEAST, 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 SEVENTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



99 JAN -7 PM 3:50

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

2879921 8300

AUTHENTICATION:

9509541

991007466

DATE:

01-07-99