


**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

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A Foreign qual.

1.) Rotpunkt Kitchen Management, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. Rotpunkt Kitchen Management, 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

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

3. 58-2455583

(FEI number, if applicable)

4. February 25, 1999

(Date of incorporation)

5. Perpetual

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

6. 4/1/99

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 8871 Brighton Lane

Bonita Springs, FL 34135

(Current mailing address)

8. distribution of kitchens

(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: NRAI SERVICES, INC.

Office Address: 526 E. Park Avenue

Tallahassee, Florida, 32301

(Zip Code)

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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.

Kathy L. Slayman, Asst. Secy.
(Registered agent's signature) (Officer)
Kathy L. Slayman, Assistant Secretary

KATHY L. SLAYMAN, ASST. SECY.
(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: Mr. Meyer, Heinz-Jurgen

Address: Ladestr. 52
Bunde-Ante 32251 Germany

Director: Mr. Rabe, Horst

Address: Ladestr. 52
Bunde-Ante 32257 Germany

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B. OFFICERS

President: _____

Address: _____

Vice President: Gunter Wiedekamp

Address: 8871 Brighton Lane
Bonita Springs, FL 34135

Secretary: Hans-Michael Kraus

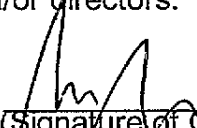
Address: 1230 Peachtree St. NE, Suite 3100
Atlanta, Georgia 30309

Treasurer: Wolfgang Rynio

Address: Ladestr. 52

Bunde-ante 32257, Germany

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. Hans-Michael Kraus, Secretary
(Typed or printed name and capacity of person signing application)

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Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90891215
CONTROL NUMBER : K908370
DATE INC/AUTH/FILED: 02/25/1999
JURISDICTION : GEORGIA
PRINT DATE : 03/30/1999
FORM NUMBER : 211

PARANET CORPORATION SERVICES, INC.
EILEEN EDMONDSON
3761 VENTURE DRIVE, SUITE 260
DULUTH, GA 30096

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TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

ROTPUNKT KITCHEN MANAGEMENT, 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.



Cathy Cox

Cathy Cox
Secretary of State