

F99000002553



**THE UNITED STATES
CORPORATION**
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 241264 4330486

AUTHORIZATION

Patricia Page

COST LIMIT : \$ 70.00

ORDER DATE : May 14, 1999

ORDER TIME : 4:17 PM

ORDER NO. : 241264-020

200002879322--0

CUSTOMER NO: 4330486

CUSTOMER: Mr. Jason Nahm
Howard, Rice, Nemerovski,
3 Embarcadero Center
7th Floor
San Francisco, CA 94111

RECEIVED

99 MAY 18 PM 4:48

DEPARTMENT OF STATE
DIVISION OF READING ROOM
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: DIRECTCHEF, INC.

FILED
99 MAY 18 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F99-2553

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

np np

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

**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. DirectChef, 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 3. 94-3304637
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 17, 1998 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 5179 OVERLAND AVE.

CULVER CITY, CA 90231

Restaurant Design & Supply (Current mailing address)

8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: [Signature]
(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.

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TALLAHASSEE, FLORIDA

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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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE

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. Roger M. Laverty, President

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

DirectChef, Inc.
Officers and Directors List

Directors

	Name, Date taking office	Address
1.	Laverty, Roger M., 02/25/99	700 The Strand Manhattan Beach, CA 90266
2.	Castleberry, James, 02/25/99	P.O. Box 2605 Malibu, CA 90265
3.	Berner, Ross, 02/25/99	1360 Lombard St. #302, S.F., CA 94109
4.	McKinney, Mark, 02/25/99	2239 Versailles Ct. Henderson, NV 89014

Officers

	Name, Title, and Date taking office	Address
1.	Laverty, Roger M., Chief Executive Officer, President, Assistant Secretary 02/25/99	700 The Strand Manhattan Beach, CA 90266
2.	Castleberry, James, Chief Financial Officer, Executive Vice President, Secretary, 02/25/99	P.O. Box 2605 Malibu, CA 90265
3.	Berner, Ross, Vice President, Assistant Secretary, 02/25/99	1360 Lombard St. #302, S.F., CA 94109
4.	McKinney, Mark, Vice President, Assistant Secretary, 02/25/99	2239 Versailles Ct. Henderson, NV 89014

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIRECTCHEF, 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 FOURTEENTH DAY OF MAY, A.D. 1999.

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.

FILED
99 MAY 18 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2899309 8300

991193446

AUTHENTICATION:

9745676

DATE:

05-14-99