



THE UNITED STATES
CORPORATION
COMPANY

99000004081

ACCOUNT NO. : 072100000032

REFERENCE : 332360 4724048

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : August 5, 1999

ORDER TIME : 1:46 PM

ORDER NO. : 332360-005

CUSTOMER NO: 4724048

CUSTOMER: Ms. Karen Schwaneberg
Greenberg Traurig Hoffman
The Metlife Building
200 Park Avenue-15th Floor
New York, NY 10166

900002954909--5

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

FOREIGN FILINGS

NAME: HM ACQUISITION CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

RECEIVED
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TALLAHASSEE FLORIDA
SECRETARY OF STATE

**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. HM Acquisition Corp.
(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. 22-3668769
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 26, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon receipt of filing in Florida
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1111 NW 159th Drive
Miami, FL 33169
(Current mailing address)
8. Processing and distribution of food products
(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: Corporation Service Company
- Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

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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: Laura E. Dwyer
(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.

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: Harvey Oxenberg (sole director)

Address: 1111 NW 159th Drive

Miami, Florida 33169

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Harvey Oxenberg

Address: 1111 NW 159th Drive

Miami, Florida 33169

Sr. Vice President: David Fleischman

Address: 1111 NW 159th Drive

Miami, FL 33169

Secretary: David Fleischman

Address: 1111 NW 159th Drive

Miami, FL 33169

Treasurer: _____

Address: _____

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

13. _____, *SVP*

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

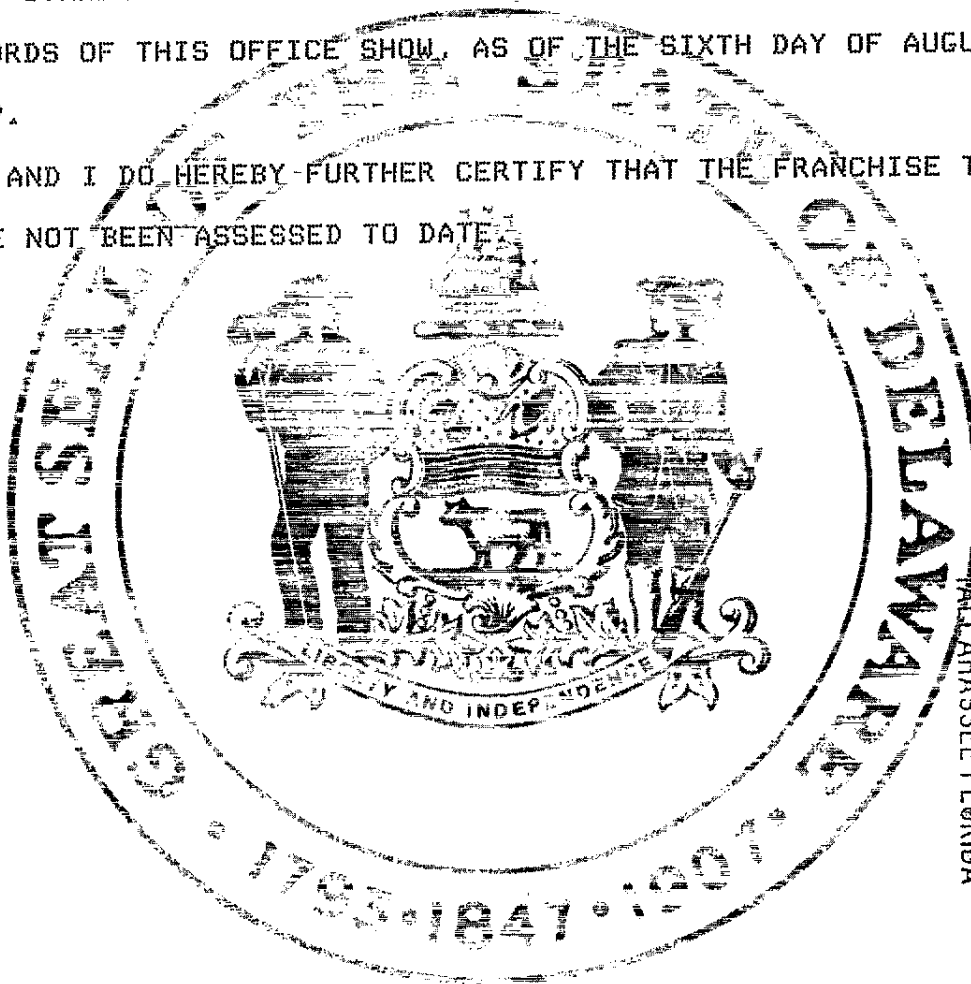
14. David Fleischman, Senior Vice President

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

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HM ACQUISITION CORP." 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 SIXTH DAY OF AUGUST, A.D. 1999.

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



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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State 307571

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AUTHENTICATION:

08-06-99

DATE: