



THE UNITED STATES  
CORPORATION  
COMPANY

# F99000004460

ACCOUNT NO. : 072100000032

REFERENCE : 345750 7112109

AUTHORIZATION :

*Patricia Pizeto*

COST LIMIT : \$ 70.00

ORDER DATE : August 18, 1999

ORDER TIME : 10:05 AM

ORDER NO. : 345750-005

CUSTOMER NO: 7112109

CUSTOMER: Claudia Bass, Legal Asst  
Buchanan Ingersoll, P.c.  
Suite 2100  
100 Southeast 2nd Street  
Miami, FL 33131

600002972246-3

## FOREIGN FILINGS

NAME: ANGEL CHIPS, 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: James Guy

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG 27 PM 2:48

RECEIVED  
99 AUG 27 PM 12:14  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*hpk*  
*8/27/99*

To: Qualification/Tax Lien Section  
Divisions of Corporation

From: Claudia Leigh Bass, Legal Assistant

Date: August 26, 1999

Re: Angel Chips, Inc.

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SECRETARY OF CORPORATIONS  
99 AUG 27 PM 2:48

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Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida" and "Certificate of Existence" are submitted to register the above-referenced foreign corporation to transact business in Florida.

In accordance with instructions we received from your office, also enclosed is an "Affidavit" by an officer of Angel Chips, Inc. regarding the approval of the use of the name Angel Chips, Inc. in Florida, due to the fact that it is an affiliate company of Angel Chips, LLC, a Florida limited liability company.

Thank you for your assistance in this matter. Should you need to call someone concerning this matter, please call Harry S. Davis at CSC, The United States Corporation Company at 800-342-8086.

AFFIDAVIT

STATE OF FLORIDA       )  
                                  ss:  
PALM BEACH COUNTY    )

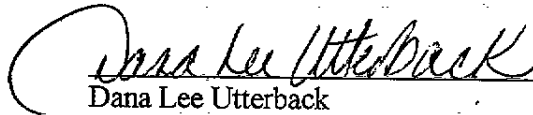
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Before me, the undersigned authority, personally appeared Dana Lee Utterback ("Affiant"), who, by me being first duly sworn, deposes and says that:

1. Affiant is the President and Director of Angel Chips, Inc., a Delaware corporation.
2. Angel Chips, Inc. is an affiliate company of Angel Chips, LLC, a Florida limited liability company, and as such, Angel Chips, Inc. may qualify to transact business in the State of Florida and use the name "Angel Chips, Inc."


FURTHER AFFIANT SAYETH NOT.

AFFIANT:

  
Dana Lee Utterback

Sworn to and subscribed before me this 23<sup>rd</sup> day of August, 1999, by Dana Lee Utterback who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

My Commission Expires: July 26, 2000

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE  
Print Name: Joanne B. Knight  
Serial No: CC559746



JOANNE B KNIGHT  
My Commission CC559746  
Expires Jul. 26, 2000

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:

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1. Angel Chips, Inc.  
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. 52-2179007  
(State or county under the law of which it is incorporated) (FEI number, if applicable)

4. 6/29/99 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. August 19, 1999  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155 F.S.)

7. 1013 Centre Road, Wilmington, Delaware 19805-1297  
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware  
(Purpose(s) of corporation authorized in home state or county 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: Buchanan Ingersoll Professional Corporation  
Office Address: 19495 Biscayne Boulevard, Suite 606  
Aventura, Florida 33180-2320

10. Registered agent's acceptance:

Buchanan Ingersoll Professional Corporation, a Pennsylvania corporation authorized to transact business in the State of Florida, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Buchanan Ingersoll Professional Corporation

By: Mercedes Padin  
Its Agent: Mercedes Padin

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: Dana Lee Utterback

Address: 1051 S.W. 19th Street, Boca Raton, FL 33486  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

President: Dana Lee Utterback

Address: 1051 S.W. 19th Street, Boca Raton, FL 33486  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

13. Dana Lee Utterback, President, Director

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

14. Dana Lee Utterback, President, Director

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

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DIVISION OF CORPORATIONS  
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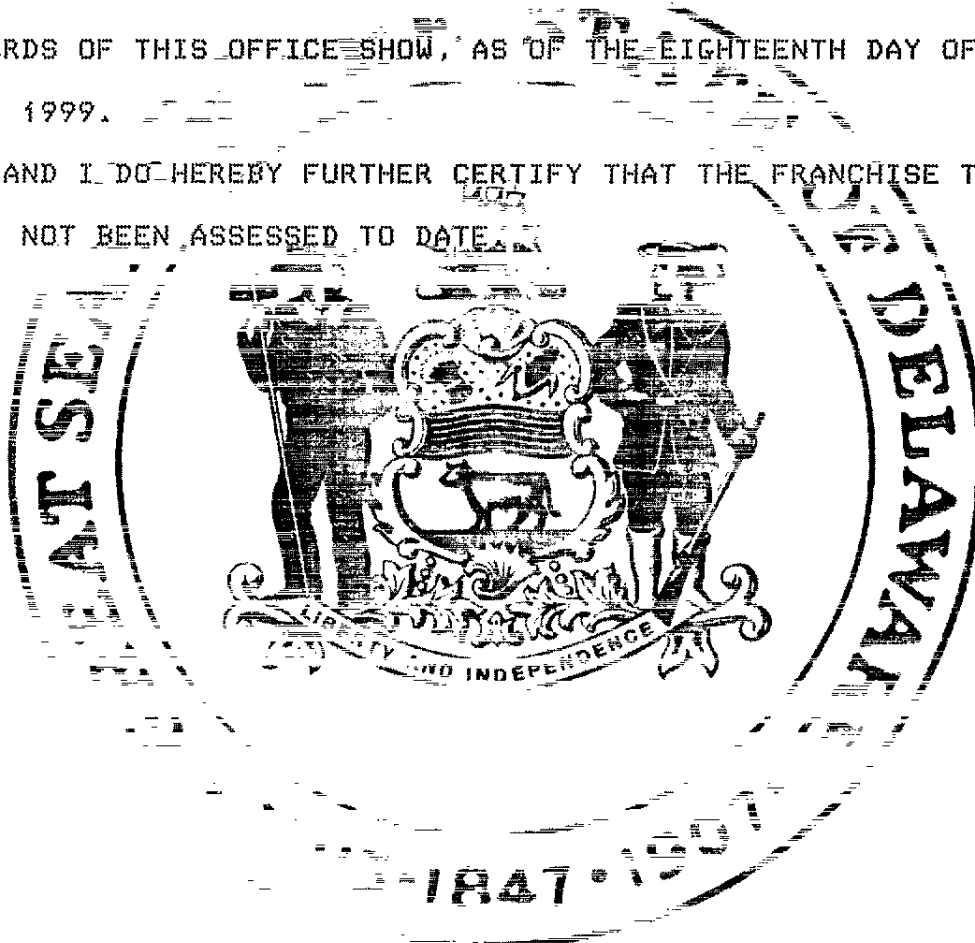
State of Delaware  
Office of the Secretary of State

PAGE 1

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ANGEL CHIPS, 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 EIGHTEENTH DAY OF AUGUST, A.D. 1999.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

3057838 8300

991344739

AUTHENTICATION: 9927733

DATE: 08-18-99