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FRANTZ WARD LLP

ATTORNEYS AT LAW

55 PUBLIC SQUARE BUILDING, 19<sup>TH</sup> FLOOR • CLEVELAND, OHIO 44113-1999 • 216.515.1660 • FAX 216.515.1650

Hans L. Larsen  
Direct Dial (216) 515-1637  
hlarsen@frantzward.com

October 25, 2001

*Via Overnight Delivery*

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahsee, Florida 32399

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-10/29/01--01035--011  
\*\*\*\*155.00 \*\*\*\*155.00

601-25211

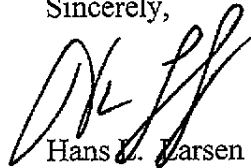
Re: *The Father's Table, L.L.C.*

Ladies and Gentlemen:

Enclosed please find an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, a Certificate of Designation of Registered Agent/Registered Office and a Certificate of Existence with Status in Good Standing for the referenced entity from the State of Nevada. Please return a certified copy. I have enclosed a check for \$155 to cover the registration fees.

Please call if you have any questions.

Sincerely,

  
Hans L. Larsen

HLL/vg  
Enclosures

cc: Michael J. Frantz, Esq.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FW



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 1, 2001

FRANTZ WARD LLP  
55 PUBLIC SQUARE BLDG 19 FL  
CLEVELAND, OH 44113-1999

SUBJECT: THE FATHER'S TABLE, L.L.C.  
Ref. Number: W01000025211

We have received your document for THE FATHER'S TABLE, L.L.C. and your check(s) totaling \$155.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2100.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Michael Mays  
Document Specialist

Letter Number: 001A00059671

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF MICHAEL J. FRANTZ**

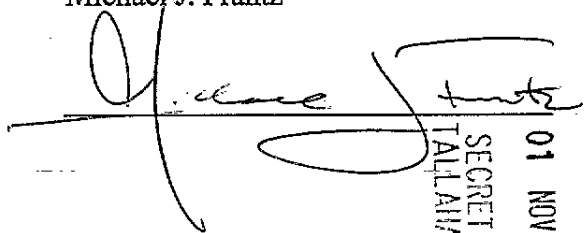
1. I am Michael J. Frantz, Assistant Secretary and a Director of The Father's Table, L.L.C., a Nevada limited liability company (the "Company"), and duly authorized to make this Affidavit. I make this Affidavit upon my personal knowledge or upon information supplied to me in the ordinary discharge of my duties as an officer and director of the Company.

2. The Company was organized in the State of Nevada on November 9, 1999.

3. The Company's business in the State of Florida consists solely of the ownership and control of subsidiary limited liability companies incorporated in and transacting business within the State of Florida.

**FURTHER AFFIANT SAYETH NAUGHT.**

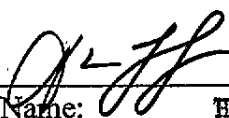
Michael J. Frantz



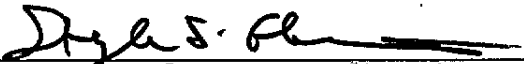
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TALLAHASSEE, FLORIDA

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Signed and acknowledge in the presence of:



Print Name: Hans I. Larsen

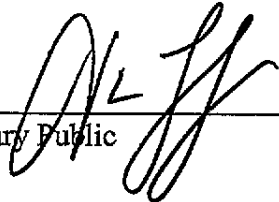


Print Name: Stephen Gladstone

STATE OF OHIO )  
 ) SS.  
COUNTY OF CUYAHOGA )

BEFORE ME, a Notary Public in and for said state and county, personally appeared MICHAEL J. FRANTZ, who acknowledged that he executed the foregoing instrument and that the same was his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal at Cleveland, Ohio, this 6th day of November, 2001.

  
\_\_\_\_\_  
Notary Public

HANS L. LARSEN, Attorney At Law  
Notary Public - State of Ohio  
My commission has no expiration date.  
Section 147.03 O. R. C.

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TALLAHASSEE, FLORIDA

This instrument prepared by:

Hans L. Larsen, Esq.  
Frantz Ward LLP  
55 Public Square  
19<sup>th</sup> Floor  
Cleveland, Ohio 44113

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. The Father's Table, L.L.C.  
(Name of foreign limited liability company)

2. Nevada 3. 59-3497806  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. November 9, 1999 5. perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. November 9, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2100 Country Club Road  
Sanford, Florida 32711  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here


9. The usual business addresses of the managing members or managers are as follows:

Gilardi Management Services, L.L.C.  
2531 Tiller Lane  
Columbus, Ohio 43231

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TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: manufacture of food products,  
namely desserts, baked goods and convenience items

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
Michael J. Frantz  
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

The Father's Table, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

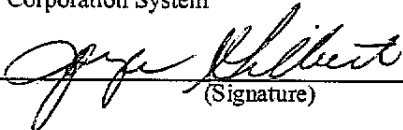
Plantation

FL 33324

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

C T Corporation System

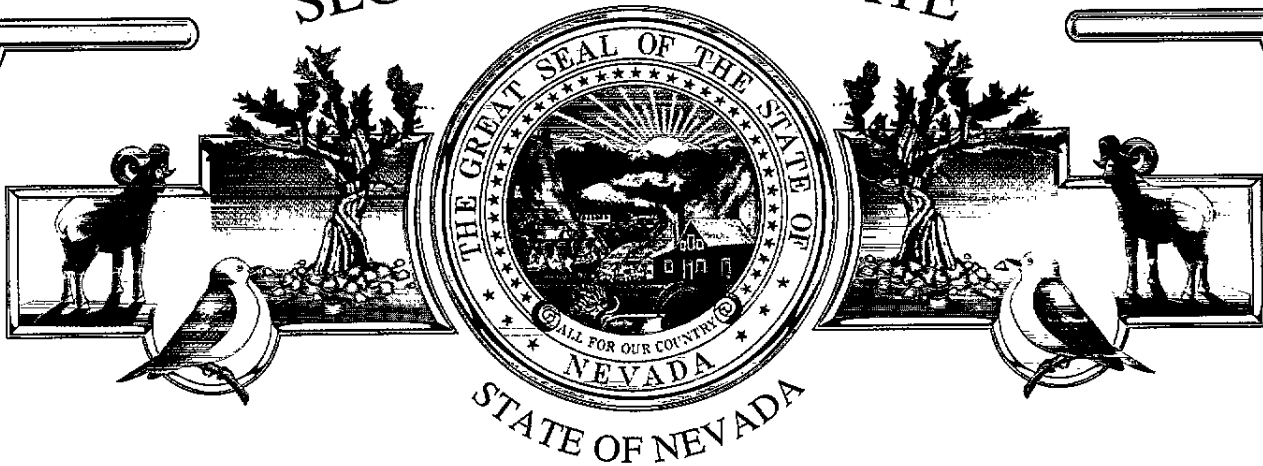
  
(Signature)

**JOYCE A. GILBERT  
ASSISTANT SECRETARY**

**\$ 100.00 Filing Fee for Application**  
**\$ 25.00 Designation of Registered Agent**  
**\$ 30.00 Certified Copy (optional)**  
**\$ 5.00 Certificate of Status (optional)**

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TALLAHASSEE, FLORIDA

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **THE FATHER'S TABLE, L.L.C.**, as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since November 9, 1999, and is in good standing in this state.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on October 18, 2001.



*Dean Heller*

Secretary of State

By

*Marta Huasman*

Certification Clerk