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Tel. 850 222 1092 Fax 850 222 7615

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT 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. Penzeys Florida, L.L.C. (Name of foreign limited liability company)	_
2. Wisconsin 3. 68-0496378 (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)	
company is organized)	
March 20, 2002 5. perpetual	
4. March 20, 2002 (Date of Organization) 5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual")	_
6. June 2002 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)	
(Date first transacted business in Florida. (See sections 608.301, 608.302, and 617.133, 1.3.)	
7. 1515 San Marco Boulevard 50 5	<u> </u>
Jacksonville, FL 32207	Ā D.Z.
(Street address of principal office)	二 三
8. If limited liability company is a manager-managed company, check here	FILED 17 PM
9. The name and usual business addresses of the managing members or managers are as follows	1: 24
Penzeys Spice Company	_
19300 Janacek Ct.	
Brookfield, WI 53045	<u> </u>
	_
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign langua translation of the certificate under oath of the translator must be submitted.)	records ir ige, a
11. Nature of business or purposes to be conducted or promoted in Florida:	
Retail sale of spices and related accessories	
add Dan	
Signature of a member of 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.)	
William T. Penzey	
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:		
Penzeys Florida, L.L.C.		
2. The name and the Florida street address of the registered agent and office are:		
CT Corporation System		
(Name)	12 APR SECRET	
1200 South Pine Island Road	R I	=
Florida street address (P.O. Box NOT ACCEPTABLE)	YA R	ED
Plantation FI. 33324	I:2	
(City/State/Zip)	जून म	

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.

James M. Halpin^{(Sign}

⇒ 22 stont Secretary

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

United States of America

State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that

PENZEYS FLORIDA, L.L.C.

is a domestic limited liability company organized under the laws of this state and that its date of organization is March 20, 2002.

I further certify that said company has not filed articles of dissolution with this department

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IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on April 10, 2002.

RAY ALLEN, Administrator

Division of Corporate & Consumer Services

Department of Financial Institutions

BY: Why Mickelson