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FOR LLC

ACCOUNT NO. : 072100000032

REFERENCE : 656536 4804484

AUTHORIZATION :

Patricia Pzyt

CC

COST LIMIT : \$ 155.00

ORDER DATE : July 9, 2002

MJH

ORDER TIME : 2:09 PM

ORDER NO. : 656536-005

CUSTOMER NO: 4804484

800006319058--3

CUSTOMER: Ms. Jen Dombrowski
Wolf Block Schorr And
25th Floor
1650 Arch Street
Philadelphia, PA 19103-2097

FOREIGN FILINGS

NAME: HEAVENLY DONUTS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Angie Glisar -- EXT# 1124

EXAMINER: _____

RECEIVED
02 JUL 10 PM 3:56
TALLAHASSEE FLORIDA

FILED
02 JUL 10 PM 1:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

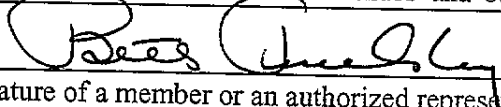
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

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

1. HEAVENLY DONUTS LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. June 24, 2002
(Date of Organization)
5. Perptual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. June 24, 2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 4803 Distribution Court, Suite 5
Orlando, Florida 32822
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
Richard DiMarino, 4803 Distribution Court, Suite 5, Orlando, FL 32822
Beth Trachtenberg, 2449 Olive Street, Philadelphia, PA 19130

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 and retail sale of donuts and other pastries.


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.)

Beth Trachtenberg
Typed or printed name of signee

FILED
02 JUL 10 PM 1:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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:

HEAVENLY DONUTS LLC

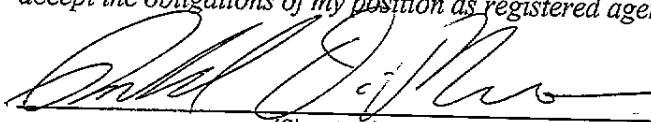
2. The name and the Florida street address of the registered agent and office are:

Richard DiMarino
(Name)

4803 Distribution Court, Suite 5
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Orlando FL 32822
(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.


(Signature)

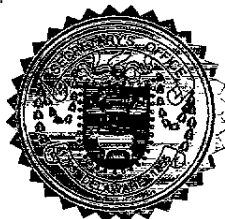
\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

The First State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEAVENLY DONUTS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JUNE, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3540259 8300

020407694

AUTHENTICATION: 1849544

DATE: 06-24-02