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#### SCHWARTZ SIMON EDELSTEIN CELSO & KESSLER LLP

Reply to Florham Park

May 26, 2004

#### VIA FEDERAL EXPRESS

State of Florida Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re: Florida Poultry Exchange, LLC

Our File No.: MENN002

Dear Sir/Madam:

We are the attorneys for Florida Poultry Exchange, LLC, a New Jersey limited liability company. We enclose an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida (along with one original good standing Certificate dated May 17, 2004) and a Certificate of Designation of Registered Agent/Registered Office along with a check payable to the State of Florida in the amount of \$125.00.

If you have any questions regarding the enclosed, please call me at (973) 301-0001. Please forward a copy of the filed documents in the enclosed self-addressed stamped envelope.

Very truly yours,

SCHWARTZ SIMON EDELSTEIN CELSO & KESSLER, LLP

Brad M. Kaplan

BMK/kdc Enclosures

ce: Keith Mennella, (w/o enclosures)

Mitchell Sharpe, CPA (w/o enclosures)

10018771Tem James Street, Florham Park, New Jersey 07932

Tal- 973 301 0001 Fav 973 301 0203 Email: info@sseck.com Web-site: www.sseck.com

Lawrence S. Schwartz ...
Stephen J. Edelstein
Nathanya G. Simon A
Nicholas Celso, III
Donald A. Kessler pa
Burton Zitotner A
Allan P. Dzwilewski
Paul H. Green
Andrew B. Brown
Mare H. Zitomer A
Michael H. Cohen
Stefani C. Schwartz +
Denis G. Murphy

Matthew I. Kane .

Jacob Green
Alan J. Schnirman
Joan M. Damora
Brad M. Kaplan ▲
Philip B. Whitcomb ▲
Ronald J. Ricci
Charles E. Fafk ◆
course!

Christopher R. Welgos Carol R. Smeltzer Jason J. Lavery A Heidi M.G. Hanley Kalldeen W. Holstetter Stephanie M. Kolb Craig M. Freedman Sara J. Simberg Lorene H. Dundas Lenore B. Laracuente A Peter J. Vazquez, Jr. . Christopher R. Kehrli = Jodyanu Blagrove Rjan M. Hellernan Paul A. Andersen • \* Jacquelyn A. Laible 🗷 Meğlun C. Goodwin 🛦 Michael C. Kowacs Clean C. Garlizky A

Senti A. Elk •
Miguel A. Maza •
of coursel

Hamilton Office:

Hamilton Office: 2277 Route 33, Suite 408, Hamilton Square, New Jersey 08690 Tel: 609 . 890 . 4364

New York Office: 400 Park Ave., Suite 142 New York, NY 10022-9 Jel: 212 . 688 . 5900 Florida Office: 4800 N. Federal Holiva.

| 4800 N. Federal Highwa | Suite 200E, | Beca Raton, FL 33431 . | Tel: 561 . 368 . 8800

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  Also member of PA Bur
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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:

I. Florida Poultry Exchange, LLC	2)
(Name of foreign	gn limited liability company)
2. New Jersey	3.
(Jurisdiction under the law of which foreign limited liabilit company is organized)	y (FEI number, if applicable)
4. May 10, 2004	5. Perpetual
(Date of Organization)	5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")
6. May 10, 2004 (Date first transacted business in Florida. (	Sec sections 608.501, 608.502, and 817.155, F.S.)
7. 9913 Suncrest Street	
Parrish, Florida 34219	ess of principal office)
(Street addre	ess of principal office)
8. If limited liability company is a manager-manage	ed company, check here X
9. The name and usual business addresses of the m	
Keith Mennella	- L - 197
c/o Mennella's Poultry Co.	<u>"o z U</u>
100 George Street	· · · · · · · · · · · · · · · · · · ·
Paterson, NJ 07503	
10. Attached is an original certificate of existence, no more than	90 days old, duly authenticated by the official having custody of records in notocopy is not acceptable. If the certificate is in a foreign language, a be submitted.)
11. Nature of business or purposes to be conducted	or promoted in Florida: Any activity
that limited liability companies are pe	ermitted to engage in under the
laws of the State of Florida.	Solo-
(In accordance with section 608.408(3)	authorized representative of a member.  F.S., the execution of this document constitutes erjury that the facts stated herein are true.)
Keith Mennella	
Typed or pring	ed name of signee

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

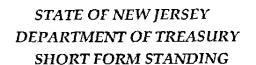
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

. The name	and the Florida street add	ress of the registered agent and o	office are:
	Keith Mennel	la(Name)	
	9913_Suncres Florida stre	st <u>Street</u> et address (P.O. Box <u>NOT</u> ACCEPTABL	E)
	Parrish	FL 34219 (City/State/Zip)	
iving been n	amed as re <del>vi</del> stered avent	and to accept service of process	for the above stated limi

(Signature)

Keith Mennella

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



### FLORIDA POULTRY EXCHANGE, LLC 600201922

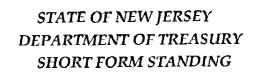
I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Limited Liability Company was registered by this office on May 10, 2004.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

Stefanie C. Schwartz C/O Schwartz Simon Edelstein Celso 10 James Street Florham Park, NJ 07932

Continued on next page . . .



FLORIDA POULTRY EXCHANGE, LLC



IN TESTIMONY WHEREOF, I have

hereunto set my hand and affixed my Official Seal at Trenton, this
17th day of May, 2004

John E McCormac, CPA State Treasurer