

MO8000003720

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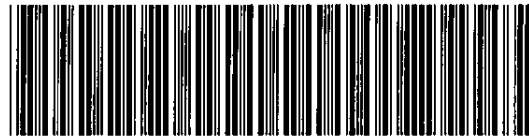
(Business Entity Name)

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RECEIVED
08 AUG 11 PM 1:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
08 AUG 11 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

AUG 11 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 681684 4324715

AUTHORIZATION :

Lyndee Clement

COST LIMIT : \$125.00

ORDER DATE : August 11, 2008

ORDER TIME : 1:30 PM

ORDER NO. : 681684-015

CUSTOMER NO: 4324715

FILED
08 AUG 11 PM 2:35
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: MAXWELL FOODS, LLC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

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. Maxwell Foods, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

Maxwell Foods of NC, LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. North Carolina

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 56-1653401

(FEI number, if applicable)

4. May 16, 1989

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 938 Millers Chapel Road, Goldsboro, North Carolina 27534

(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:

Manager - James L. Maxwell, III, P.O. Box 10009, Goldsboro, North Carolina 27532

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: _____

timber

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.)

James L. Maxwell, III

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE IN THE
STATE OF FLORIDA**

We, the undersigned, do hereby certify that we are the Managers and/or Managing
Members of Maxwell Foods, LLC
(Name of Limited Liability Company)

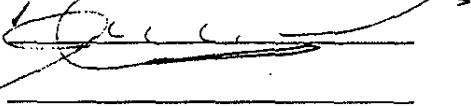
a limited liability company duly organized and existing under the laws of
North Carolina
(State or Country of Organization)

Because the name of this foreign limited liability company does not satisfy the
requirements of the s. 608.406, F.S., the limited liability company hereby adopts the
following name to transact business in the state of Florida:

Maxwell Foods of NC, LLC
(Name to be used by limited liability company in Florida. NOTE: Name must end with Limited Liability
Company, L.L.C., or LLC.)

Date: August 8, 2008

Signature(s) of Manager(s) and/or Managing Member(s):

	<u>James L. Maxwell III, Manager</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

**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:

Maxwell Foods, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

Maxwell Foods of NC, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

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, Florida Statutes.

Corporation Service Company

BY: Ann R. Shilling

(Signature)
Ann R. Shilling, Assistant VP

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



NORTH CAROLINA

Department of The Secretary of State

CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

MAXWELL FOODS, LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 29th day of December, 2006, with its period of duration being Perpetual.

I FURTHER certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 11th day of August, 2008.

Elaine F. Marshall

Secretary of State