

**M10000005332**

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6383

**L. SELLERS**

DEC 16 2010

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA0000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

**EXAMINER**

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

Foreign Limited Liability Company  
**MOM BRANDS SALES, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$125.00

RECEIVED

10 DEC 15 PM 3:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 DEC 15 AM 10:30

FILED

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** MOM Brands Sales, LLC

\_\_\_\_\_  
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

\_\_\_\_\_  
Name of Person

\_\_\_\_\_  
Firm/Company

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State and Zip Code

Carla\_Carver@malt-o-meal.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

\_\_\_\_\_  
Name of Person

at (\_\_\_\_\_) \_\_\_\_\_  
Area Code & Daytime Telephone Number

**MAILING ADDRESS:**

Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &  
Certificate of Status

☒ \$155.00 Filing Fee &  
Certified Copy

☐ \$160.00 Filing Fee, Certificate  
of Status & Certified Copy

**FILED**  
19 DEC 15 AM 10:30  
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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. MOM Brands Sales, LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "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. Minnesota  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 27-3800425  
(FEI number, if applicable)

4. October 27, 2010  
(Date of Organization)

5. Perpetual  
(Duration; Year limited liability company will cease to exist or "perpetual")

6. December 1, 2010  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 80 S. 8th Street, #2700  
Minneapolis, MN 55402  
(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:

Malt-O-Meal Company  
80 S. 8th Street, #2700  
Minneapolis, MN 55402

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: See Schedule 1 attached.

Carla Carver, Corporate Counsel  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.498(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

CARLA CARVER  
Typed or printed name of signer

FILED  
10 DEC 15 AM 10:30  
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:

MOM Brands Sales, LLC

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

\_\_\_\_\_

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

CT Corporation

(Name)

1200 South Pine Island Road, c/o CT Corporation System

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, Florida Statutes.*

CT Corporation

By: Michele Miller

(Signature)

**Michele Miller  
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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**Schedule 1 to**

**MOM Brands Sales, LLC**

**Application by Foreign Limited Liability Company  
For Authorization to Transact Business in Florida**

The purpose of the Company is to engage in any lawful act or activity for which limited liability companies may be organized to do business under the Minnesota Limited Liability Companies Act and permitted under Florida statutes.

State of Minnesota

## SECRETARY OF STATE

### Certificate of Good Standing

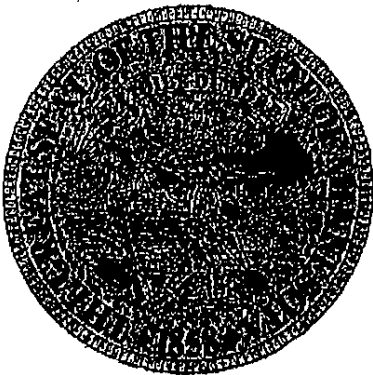
I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered to do business by filing an application for a certificate of authority with the Office of the Secretary of State on the date listed below; the limited liability company is governed by Chapter 322B of Minnesota Statutes; and this limited liability company is authorized to do business as a limited liability company at the time this certificate is issued.

Name: MOM Brands Sales, LLC

Date Formed or Registered: October 27, 2010

State of Organization: Minnesota

This certificate has been issued on December 15, 2010.



*Mark Ritchie*  
Secretary of State.