

Document Number

M97000000057

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 14 AM 1:13

14

12/18/97 11:05:00
***140.00 ***140.00

Golden State Foods Baking Company L.L.C.

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☐ Profit

☐ NonProfit

☒ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

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☐ Mail Out

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G. TAX
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R. AGENT FEE 105.00
2. COPY 35.00
OTAJ 140.00
S. BANK
BALANCE DUE

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. Golden State Foods Baking Company, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

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

3. 58-2225412
(FEI number, if applicable)

4. 3/12/96
(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. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 1525 Old Covington Highway
Conyers, Georgia 30207
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

SEE EXHIBIT A ATTACHED HERETO

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**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Golden State Foods Baking Company L.L.C.

2. The name and address of the registered agent and office is:

CT Corporation System

(Name)

1200 South Pine Island Road

(P.O. Box or Mail Drop Box NOT acceptable)

Plantation, Florida 33324

(City/State/Zip)

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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.

Connie Bryan

(Signature)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

2-14-97

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

Exhibit A

BRYAN BAKING, INC.
603 South Bond Street
Baltimore, MD 21231

By: _____
Name: Peter Grimm
Title: President

Peter Grimm
c/o Gourmet Bakery, Inc.
Metroplex Harriman Corp.
6 Commerce Drive South
Harriman, NY 10926

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GOLDEN STATE FOODS CORP.
18301 Von Karman Avenue
Suite 1100
Irvine, CA 92715-0110

By: _____
Name: Richard W. Gochbauer
Title: President

John Paterakis
c/o H&S Bakery, Inc.
603 South Bond Street
Baltimore, MD 21231

MID SOUTH BAKING COMPANY, LLC
603 South Bond Street
Baltimore, MD 21231

By: Frederick John Bowers
Name: Frederick John Bowers
Title: President

MGRM

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of _____
Golden State Foods Baking Company, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 15,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 1,600,000.00 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,615,000.00 . This total includes amounts from 2 and 3 above.

Mid South Baking Company, L.L.C.

By: Frederick John Bowers

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Name: Frederick John Bowers,
Title: President

Filing Fee: \$ 52.50 for Affidavit

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GOLDEN STATE FOODS BAKING COMPANY, L.L.C." 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 TWELFTH DAY OF FEBRUARY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel, Secretary of State

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AUTHENTICATION:

8327648

DATE:

02-12-97