

MA8000000892



ACCOUNT NO. : 072100000032

REFERENCE : 928086 4322918

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia Pizant

ORDER DATE : August 14, 1998

ORDER TIME : 9:59 AM

ORDER NO. : 928086-005

CUSTOMER NO: 4322918

CUSTOMER: Ms. Cindy Woolheater
Eckert Seamans Cherin &
600 Grant Str.
42nd Floor
Pittsburgh, PA 152192787

400002617224--3

FOREIGN FILINGS

NAME: HERITAGE DISTRIBUTORS, L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

MA8-892

Name	<i>MAH</i>
Availability	<i>MAH</i>
Document Examiner	<i>MAH</i>
Updater	<i>MAH</i>
Upda'er Verifier	<i>MAH</i>
Acknowledgement	<i>MAH</i>
W. P. Verifier	<i>MAH</i>

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 17 PM 3:46

RECEIVED
98 AUG 17 AM 11:31
DIVISION OF CORPORATION

**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. Heritage Distributors, 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. DE 3. 23-2970040
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 7/17/98 5. perpetual
(Date of Organization) (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. c/o Snyder's of Hanover
1250 York Street
, Hanover, PA 17331
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Charles E. Good 1250 York Street Hanover, PA 17331	MGRM		

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 17 PM 3:47

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HERITAGE DISTRIBUTORS, 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 FOURTEENTH DAY OF AUGUST, A.D. 1998.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 17 PM 3:47

2919407... 8300

981319690



9253672
08-14-98

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED ^{Foreign} ~~Delaware~~ 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: Heritage Distributors, L.C.

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

Corporation Service Company
(Name)
1201 Hays Street
(P.O. Box not acceptable)
Tallahassee, FL 32301
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 17 PM 3:47

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.

By: Karen B. Rozar
(Signature)

August, 1998
(Date)

Karen B. Rozar, Asst. Sec.
Corporation Service Company

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

The undersigned member or authorized representative of a member of Heritage
Distributors, 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 \$ Zero (0)
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 420,000 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
\$ 420,000 This total includes amounts from 2 and 3 above.

Snyders of Hanover, Inc., member

By:

C. E. Good

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.)
Charles E. Good, Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 17 PM 3:47

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY
HERITAGE DISTRIBUTORS, L.C.
EXHIBIT "A"
Description of Property Contributed**

The two members of Heritage Distributors, LLC, a Delaware limited liability company, d/b/a Heritage Distributors, L.C., in the State of Florida and their agreed value of property other than cash contributed to the limited liability company are as follows:

- (1) Snyders of Hanover Incorporated: Purchase of another company valued at \$350,000, and merged that company into the LLC.
- (2) Richard Launer: Merged his company valued at \$70,000, into the LLC.

Total agreed value of property other than cash contributed by members: \$420,000.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 17 PM 3:47