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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

900002690489--7

-11/18/98--01054--001

\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: Best Brands LLC  
(Name of corporation - must in

700002705787--9

-12/08/98--01036--005

\*\*\*\*\*215.00 \*\*\*\*\*215.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",  
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to  
transact business in Florida.

Please return all correspondence concerning this matter to the following:

Michael Schultz

(Name of Person)

Best Brands LLC

(Firm/Company)

900002690489--7

-12/08/98--01036--005

\*\*\*\*\*215.00 \*\*\*\*\*215.00

176S Yankee Doodle Rd

(Address)

Eagan Mn 55121

(City/State/Zip)

cu

~~651-405-3232~~

Should you need to call someone concerning this matter, please call:

Michael Schultz

(Name of Person)

at (651) 405-3232

(Area Code & Daytime Telephone Number)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 DEC 11 PM 3: 27

FILED

STREET ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 1, 1998

MICHAEL SCHULTZ  
BEST BRANDS LLC  
1765 YANKEE DOODLE ROAD  
FAGAN, MN 55121

SUBJECT: BEST BRANDS LLC  
Ref. Number: W98000026740

We have received your document for BEST BRANDS LLC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The attached form must be completed in order to file the document.

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

There is a balance due of \$215.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 798A00056796

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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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Best Brands LLC  
(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.)

2. Delaware 3. 41-1877-033  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 3-12-97 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 10-1-98  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 6307 No 53<sup>rd</sup> ST  
Tampa, Florida 33610  
(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:
<u>Ken Malecha</u>	<u>MGR</u>		
<u>1765 Yankee Double Rd</u>			
<u>Eagan, MN 55121</u>			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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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:

Best Brands LLC

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

Jerry Haugen  
(Name)

6307 No 53<sup>rd</sup> St  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tampa FL 33610  
City/State/Zip

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TALLAHASSEE, FLORIDA

*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.*

Jerry Haugen  
(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

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


The undersigned member or authorized representative of a member of Best Brands  
LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 1,900,000.

3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;  
(A description of the property is attached and made a part hereto.)  
and

4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 1,900,000.  
(This total includes amounts from 2 and 3 above.)

  
\_\_\_\_\_  
**Signature of a member or an 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.)

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TALLAHASSEE, FLORIDA

Kenneth Malecha

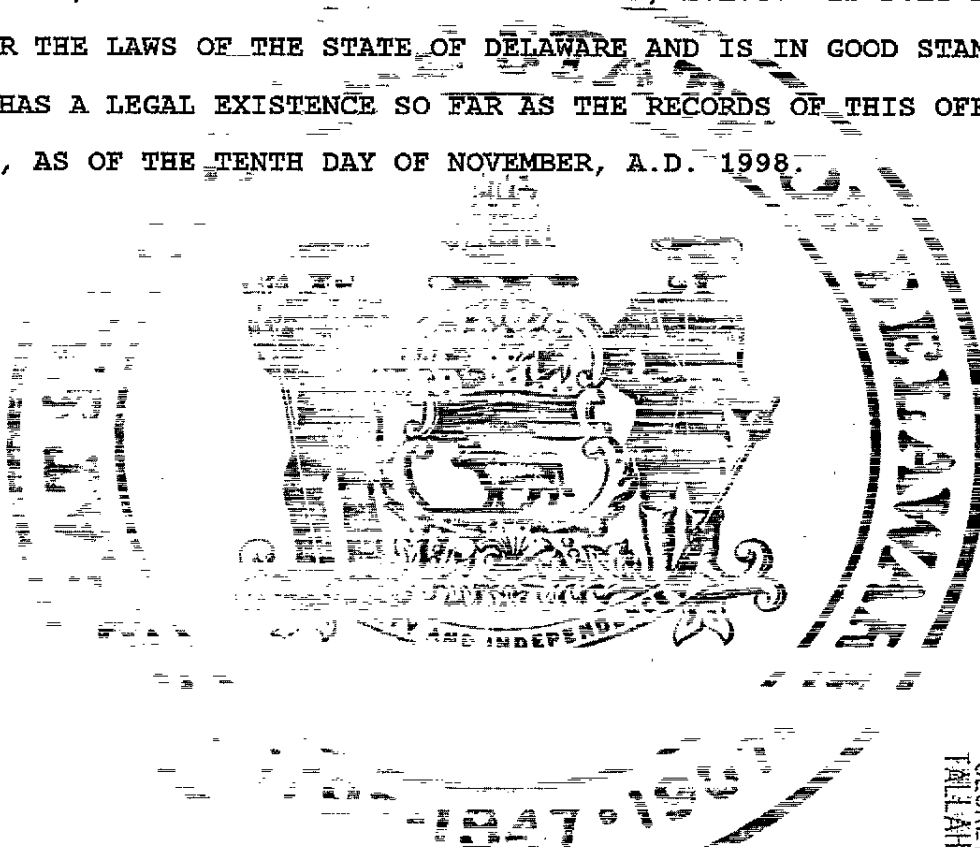
Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

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 "BEST BRANDS, 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 TENTH DAY OF NOVEMBER, A.D. 1998.



FILED

98 DEC 11 PM 3:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9397433

11-10-98

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