

m99000000696



ACCOUNT NO. : 072100000032

REFERENCE : 229594 4305390

AUTHORIZATION : Patricia Puyet

COST LIMIT : \$ 285.00

ORDER DATE : May 5, 1999

ORDER TIME : 12:12 PM

ORDER NO. : 229594-005

CUSTOMER NO: 4305390

CUSTOMER: Mr. Eliseo Agas
Cole Schotz Meisel Forman &
Court Plaza North
25 Main St. - 4th Fl.
Hackensack, NJ 07602

RECEIVED
99 MAY -7 PM 1:42

FOREIGN FILINGS

NAME: BAM FOODS OF FLORIDA, LLC

FILED
99 MAY 28 PM 3:00
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	5/7/99
Availability	XX
Document	
Examiner	DCC
Updater	DCC
Updater	
Verifier	DCC
Acknowledgement	DCC
Witness Verifier	DCC

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

300002867843--8

m99000000696

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. BAM Foods of Florida, 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. New Jersey
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 22-3649438
(FEI number, if applicable)
4. March 30, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1200 McArthur Blvd., Mahwah, NJ 07430
(Street address of principal office)

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 99 APR 28 PM 3 00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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>BAM Foods, LLC</u>	<u>MGRM</u>	<u></u>	<u></u>
<u>1200 McArthur Blvd.</u>		<u></u>	
<u>Mahwah, NJ 07430</u>		<u></u>	
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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.)

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

The undersigned member or authorized representative of a member of _____
BAM Foods of Florida, 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 \$ 250.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00 ;
(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 \$ 250.00 .
(This total includes amounts from 2 and 3 above.)

BAM Foods, LLC

By: _____

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.)

Neal Borden, Member

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

**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:

BAM Foods of Florida, 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 28 PM 3:00

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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.

By: Tabatha Fiorelli - Asst VP
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

BAM FOODS OF FLORIDA, LLC

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Limited Liability Company was
registered by this office on March 30, 1999.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

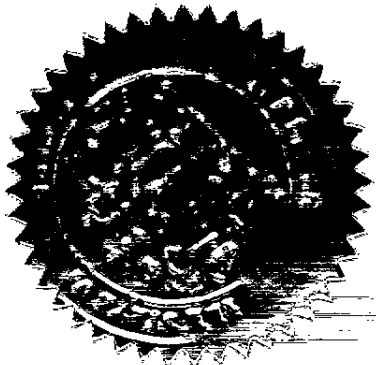
Harvey A Miller Esq
C/O Cole Schotz Et Al
25 Main St
Hackensack, NJ 07602

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

BAM FOODS OF FLORIDA, LLC



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
6th day of May, 1999

James A. DiEleuterio, Jr.

James A DiEleuterio, Jr.
Treasurer

FILED
99 APR 28 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA