



THE UNITED STATES
CORPORATION
COMPANY

M99000001153

ACCOUNT NO. : 072100000032

REFERENCE : 304913 4311681

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 285.00

ORDER DATE : July 13, 1999

ORDER TIME : 1:55 PM

900002937039--3

ORDER NO. : 304913-005

CUSTOMER NO: 4311681

CUSTOMER: Nicole Reese, Legal Asst
Gibson Dunn & Crutcher LLP
200 Park Avenue
48th Floor
New York, NY 101660193

FOREIGN FILINGS

NAME: RECIPES AS PRODUCTS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 20 PM 3:18

FILED

99 JUL 20 PM 4:03

RECEIVED

527-26-48



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 21, 1999

CSC

SUBJECT: RECIPES AS PRODUCTS LLC
Ref. Number: W99000016738

We have received your document for RECIPES AS PRODUCTS LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 799A00037221

RESUBMIT

Please give original
submission date as file date.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 20 PM 3:19

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**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. Recipes As Products 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
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(FEI number, if applicable)
4. July 1, 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. 11342 Lakeview Drive, Coral Springs, Florida 33071
(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>John T. Gray</u>	<u>MGRM</u>		
<u>421 Park Forest Way</u>			
<u>Wellington, FL 33414</u>			
<u>Robert C. Fertsch</u>	<u>MGR</u>		
<u>11342 Lakeview Drive</u>			
<u>Coral Springs, FL 33071</u>			

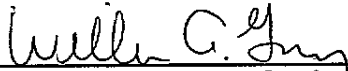
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 member or authorized representative of a member of Recipes As Products, 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 \$ 1,000 ;
- 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 \$ 1,000 .
(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.)

William A. Gray

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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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:

Recipes As Products LLC

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

John T. Gray

(Name)

421 Park Forest Way

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Wellington, FL 33414

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.

By: _____

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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99 JUL 20 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RECIPES AS PRODUCTS 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 THIRTEENTH DAY OF JULY, A.D. 1999.

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

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07-13-99

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: