



F0000000929

ACCOUNT NO. : 072100000032

REFERENCE : 583642 4325216

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 70.00

FILED IN STATE
DIVISION OF CORPORATIONS
00 FEB 17 AM 10:33

ORDER DATE : February 10, 2000

ORDER TIME : 9:29 AM

ORDER NO. : 583642-020

CUSTOMER NO: 4325216

800003138458--1

CUSTOMER: Ms. Lenore Lox
Friedman Siegelbaum Llp
7 Becker Farm Road

Roseland, NJ 07068-1757

FOREIGN FILINGS

(8)

NAME: OLD LONDON FOODS HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janine Lazzarini

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 FEB 17 AM 10:34

RECEIVED

*JK
2/17/00*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

STATE DEPARTMENT OF STATE
CORPORATIONS
00 FEB 17 AM 10:33

February 17, 2000

JANINE LAZZARINI
CSC NETWORKS
TALLAHASSEE, FL

*please issue
this file
date*

RESUBMIT
Please give original
submission date as file date

SUBJECT: OLD LONDON FOODS HOLDINGS, INC.
Ref. Number: W00000004403

We have received your document for OLD LONDON FOODS HOLDINGS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

A corporation CANNOT BE ITS OWN REGISTERED AGENT.

The R.A. must be an individual or another Florida registered company.,

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 200A00008553

RECEIVED
00 FEB 21 AM 8:59
CORPORATIONS
STATE DEPARTMENT

TRANSMITTAL LETTER

RECEIVED COPY FILED
DIVISION OF CORPORATIONS
00 FEB 17 AM 10:33

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Old London Foods Holdings, Inc.
(Name of corporation - must include suffix)

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:

(Name of Person)

(Firm/Company)

(Address)

(City/State/Zip)

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

Lenore E. Lox at (973) 992-1990
(Name of Person) (Area Code & Daytime Telephone Number)

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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

00 FEB 17 AM 10:33
CORPORATIONS

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. OLD LONDON FOODS HOLDINGS, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE 3. 13-3954650
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MAY 28, 1997 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. FEBRUARY 9, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1776 EASTCHESTER ROAD
BRONX, NY 10461
(Current mailing address)

8. MANUFACTURING AND DISTRIBUTION OF FOOD PRODUCTS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.
Corporation Service Company
By: Laura R. [Signature]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

RECEIVED STATE
SECRETARY OF CORPORATIONS
00 FEB 17 AM 10:33

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached Board of Directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached Officers Rider

Address: _____

Vice President: _____

Address: _____

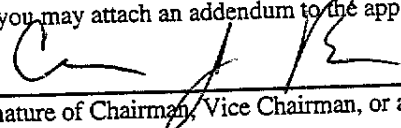
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. George Brown, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

OLD LONDON FOODS HOLDINGS, INC.

BOARD OF DIRECTORS

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 REC 17 AM 10:33

<u>DIRECTORS</u>	<u>ADDRESS</u>	<u>PHONE/FAX NO.</u>
Paul Bensabat	Lactalis USA, Inc. 950 Third Avenue-22nd Floor New York, NY 10022-2705	212-758-6666 FAX: 212-758-6678
Peter F. Dolle	Dubilier & Company 64 W. 21 Street New York, NY 10010	212-462-4384 FAX: 212-727-3349
Lawrence H. Kleinberg	25 Lynn Drive Englewood Cliffs, NJ 07632	201-568-0014 FAX: 201-894-0942
Burt Manning	655 Park Avenue - Apt. 8E New York, NY 10021	212-210-7187 212-376-2907 FAX: 212-517-5338
Tommy Millner	Remington Arms Company 870 Remington Drive Madison, NC 27025	336-548-8560 FAX: 336-548-7760
John S. Wilcha	Old London Foods, Inc. 1776 Eastchester Road Bronx, NY 10461	718-409-1776 (ext. 2707) FAX: 718-430-0301

OLD LONDON FOODS HOLDINGS, INC.

Officers Rider

<u>NAME</u>	<u>ADDRESS</u>
John Wilcha, CEO/President	1776 Eastchester Road, Bronx, New York 10461
George Brown, CFO	1776 Eastchester Road, Bronx, New York 10461
Julio A. Llovet, Sr. Executive Vice President of Operations	1776 Eastchester Road Bronx, New York 10461
Terrance P. Miller, Vice President of Sales	1776 Eastchester Road Bronx, New York 10461

RECEIVED BY STATE
CORPORATIONS
00 FEB 17 AM 10:33

State of Delaware
Office of the Secretary of State

PAGE 1

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 17 AM 10:33

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OLD LONDON FOODS HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OLD LONDON FOODS HOLDINGS, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF MAY, A.D. 1997.



Edward J. Freel
Edward J. Freel, Secretary of State

2748876 8300

AUTHENTICATION: 0250507

001067866

DATE: 02-10-00