

FROM: HOD

DELAWARE CORPORATE REGISTRY CONFIDENTIAL INFORMATION WORKSHEET

A. 1. Exact Name of Entity: SUPERIOR PRODUCE MARKETING INC.

2. Type of Entity: Corp. LLC LP LLP

3. Class of Capital Stock	No. of Authorized Shares
<u>Paul Bower</u>	<u>49 (49%)</u>
<u>Max Zweizig</u>	<u>49 (49%)</u>
<u>BRET MUMMS</u>	<u>2 (2%)</u>

4. Principal Place of Business: 950 LIBRARY ROAD
NORWALK DE

5. Chairperson: (if any) N/A

6. Directors/Mgr/Off. a. Number of Directors 4

b. Directors Names (will not appear on Certificate of Incorporation)

Paul Bower / Max Zweizig
BRET MUMMS / STEVE FAGAN

7. Names of Officer(s): (One person may hold all offices in Delaware)

Co-President: Paul Bower Co-Vice-President: Max Zweizig

Secretary: Max Zweizig Treasurer: Paul Bower
(will not appear on Certificate of Incorporation)

8. Please send all correspondence for this entity to: (contact person)

Name: Paul Bower

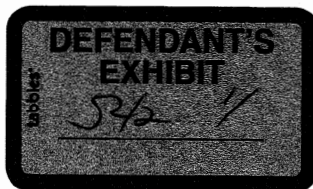
Address: 5 CRANFORD CT

City: New Castle State: DE Zip: 19720-5567

I certify that neither Delaware Corporate Registry nor any of its employees or agents have provided with any personal counsel or advice. (We can not proceed with your entity formation without your signature.)

Signature: [Signature] Date: 9/16/2001

Please fax completed form to DCR at 302-655-8500 or mail to:
1201 Orange Street, Suite 500, Wilmington, Delaware 19801



FROM HDD

NORTHWEST DIRECT

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B. If DCR is to provide basic bylaws, please complete Section B.

1. Bank Account for Entity Checking TBD

2. Officers Permitted to Sign Checks Paul Bauer Paul Bauer/Max Zucchi

3. Fiscal Year JAN - DEC

4. Annual Meeting Date JUNE 1ST

5. Shareholder(s) Names	Par Value	# of Shares	Capital Consideration
<u>Paul Bauer</u>		<u>49</u>	
<u>MAX ZUCCHI</u>		<u>49</u>	
<u>BRET MURPHY</u>		<u>2</u>	

n/c.

If DCR is assist in obtaining a Taxpayer Identification Number Application for your company, the following information is also needed:

1. Name & Social Security # for the principal officer:
Paul Bauer [REDACTED]

2. Last month of corporation's accounting year DEC

3. First date wages were or will be paid JAN

4. Est. peak number of employees in next 12 months 120

5. Short description of principal business activity INWARD/OUTWARD
TELEMARKETING

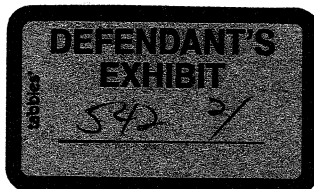
6. Check one box that best describes the principal activity of your business.

- | | | |
|--|---|--|
| <input type="checkbox"/> Health care & social assistance | <input type="checkbox"/> Wholesale-agent/broker | <input type="checkbox"/> Wholesale - other |
| <input type="checkbox"/> Rental & leasing | <input type="checkbox"/> Transportation | <input type="checkbox"/> Accommodation & food service |
| <input type="checkbox"/> Construction | <input type="checkbox"/> Retail | <input type="checkbox"/> Real Estate |
| <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Finance & insurance | <input checked="" type="checkbox"/> Other (specify) <u>TELEMARKETING</u> |

7. Indicate principal line of merchandise sold; specific construction work done; products produced; or services provided.

- OUTWARD SALES AND MARKETING
- INWARD SALES AND SALES

8. Has the company ever applied for a taxpayer identification number for this or any other business?
Yes No



FROM HDD

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9. If an "S" election for the corporation under federal income tax law is requested, a discussion of certain detailed considerations involving the election itself should take place with our counsel, Herdog, de Pont and Della Pezza, LLP or your own attorney or accountant. The following information is also required:

Name & Social Security # for each stockholder:

<u>PAUL BARR</u>	<u>[REDACTED]</u>
<u>MAX ZEISLER</u>	<u>[REDACTED]</u>
<u>BRET MILLINS</u>	<u>[REDACTED]</u>

