

FD3D000000078

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

RECEIVED
03 JAN -7 AM 11:53
DIVISION OF CORPORATION

Office Use Only



600009551326

ABE
FILE
03 JAN -7 PM 1:03
FBI - NEW YORK

UB
1-7-03



ACCOUNT NO. : 072100000032
REFERENCE : 878993 7197687
AUTHORIZATION : *Patricia Hight*
COST LIMIT : \$ 78.75

ORDER DATE : January 3, 2003
ORDER TIME : 10:03 AM
ORDER NO. : 878993-005
CUSTOMER NO: 7197687
CUSTOMER: Ms. Sharon M. Olson
Kerry Inc.
100 East Grand Ave.
Beloit, WI 53511

FOREIGN FILINGS

NAME: KERRY FLAVORS ACQUISITION CO.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

03 JAN -7 PM 1:28
FBI - INDIANAPOLIS
FBI - INDIANAPOLIS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. KERRY FLAVORS ACQUISITION CO.
(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. 54-2081648
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 28, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 100 East Grand Avenue, Beloit, WI 53511
(Principal office address)

100 East Grand Avenue, Beloit, WI 53511
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized.
(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
(City) (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

Sheep A. Hubl
(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.

03 JUN -7 PM
FILED
AND
NOTED

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

03 JAN -7 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

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

13. William R. Coole

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

14. William R. Coole, Vice President and Secretary

(Typed or printed name and capacity of person signing application)

**KERRY FLAVORS ACQUISITION CO.
OFFICERS/DIRECTORS RIDER**

List of Officers

Name: Kevin Lane **Title:** President and CEO
Bus. Addr.: 6133 North River Rd, Suite 670, Rosemont, IL 60018

Name: Mark Earley **Title:** Vice President
Bus. Addr.: 100 E. Grand Ave., Beloit, WI 53511

Name: Michael O'Neill **Title:** Vice President and CFO
Bus. Addr.: 6133 North River Rd, Suite 670, Rosemont, IL 60018

Name: William Coole **Title:** Vice President and Secretary
Bus. Addr.: 100 E. Grand Ave., Beloit, WI 53511

Name: J. Trent Anderson **Title:** Assistant Secretary
Bus. Addr.: 190 S. LaSalle Street, Chicago, IL 60603

List of Directors

Name: Kevin Lane
Bus. Addr.: 6133 North River Rd, Suite 670, Rosemont, IL 60018

Name: Mark Earley
Bus. Addr.: 100 E. Grand Ave., Beloit, WI 53511

APPROVED
AND
FILED
JAN 10 2008
CHICAGO, ILL.
03 JAN -7 PM 1:28

Delaware

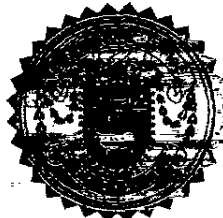
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KERRY FLAVORS ACQUISITION CO." 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 THIRD DAY OF JANUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KERRY FLAVORS ACQUISITION CO." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 2002.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3563500 8300

AUTHENTICATION: 2184015

030003748

DATE: 01-03-03