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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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****Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.**

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**FOREIGN PROFIT/NONPROFIT CORPORATION
FONTERRA (USA) INC**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

MRS 2/22

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. Fonterra (USA) Inc

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. California

(State or country under the law of which it is incorporated)

3. 04-2714933

(FEI number, if applicable)

4. January 2, 1981

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2010

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 9525 West Bryn Mawr Avenue, Suite 700, Rosemont, Illinois 60018

(Principal office address)

9525 West Bryn Mawr Avenue, Suite 700, Rosemont, Illinois 60018

(Current mailing address)

8. Sale and distribution of dairy ingredients and by-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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, 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: Sheryl Gibbs ass't. Sec.

(Registered agent's signature)

Sheryl Gibbs

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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Martin BatesAddress: 9525 West Bryn Mawr Avenue, Suite 700Rosemont, Illinois 60018Director: Malcolm W. SmithAddress: 9 Princes StreetAuckland 1010, New Zealand**B. OFFICERS**President: Martin BatesAddress: 9525 West Bryn Mawr Avenue, Suite 700Rosemont, Illinois 60018

Vice President: _____

Address: _____

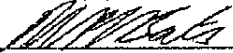
Secretary: Currently vacant

Address: _____

Treasurer: Currently vacant

Address: _____

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Martin Bates, President

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

State of California
Secretary of State

CERTIFICATE OF STATUS

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TALLAHASSEE, FLORIDA

ENTITY NAME:

FONTERRA (USA) INC

FILE NUMBER: C1018947
FORMATION DATE: 01/02/1981
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California,
hereby certify:

The records of this office indicate the entity is authorized to
exercise all of its powers, rights and privileges in the State of
California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of
California this day of February 18, 2010.

Debra Bowen

DEBRA BOWEN
Secretary of State