

CT CORPORATION SYSTEM

8/9486

5-22-97

454 North Main Street
Bank Building
Minneapolis, MN 55401
Tel: 612 333 4313
Fax: 612 333 3314

Secretary of State
Corporate Records Bureau
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Re: PET MILK COMPANY
Order #: 799552

500002192825--9
-05/28/97--01031--001
*****35.00 *****35.00

Counsel: KATHY FREY
THE PILLSBURY COMPANY

Gentlemen:

As requested by counsel, we enclose for filing post-merger documents on behalf of this corporation, together with funds in payment of the required fees. This document should be filed upon receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 800-626-1773.

Very truly yours,

Georgia Ireland
Sr. Customer Specialist

Enclosure(s)

Special Instructions:

W. H. H. H.
FBI - 5 1997

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Pet Milk Company
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

200 So. Sixth St., Ste. 3726
(Mailing Address)

Minneapolis, Minnesota 55402
(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature

March 14, 1997
Date

DAVID E. Schmitt
Typed or printed name

VICE PRESIDENT
Title