

819556



July 1, 1999

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Keebler Company

One Hollow Tree Lane

Elmhurst, Illinois 60126-1581

ph 630.833.2900

RE: Sunshine Biscuits, Inc.
Certificate of Withdrawal

Dear Sir or Madam:

Sunshine Biscuits, Inc. has been dissolved due to Merge with and into Keebler Company which took place in the State of Delaware on the Fourth Day of January, 1999 at 12:14pm. Leaving Keebler Company the surviving Corporation.

600002926506--7
-07/08/99--01076--002
*****35.00 *****35.00

Thank you for your assistance in this matter. If you have any questions, you may reach me at (630) 782-2629.

Very truly yours,

Lisa V. Manning
Lisa V. Manning
Tax Assistant

FILED
99 JUL -7 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

withdr

T. LEWIS JUL 8 1999

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

FILED
JUL - 7 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sunshine Biscuits, Inc.

(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.

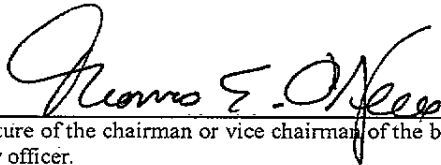
C/O/ Keebler Company 677 Larch Avenue

(Mailing Address)

Elmhurst, IL 60126

(City/State/Zip)

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



Signature of the chairman or vice chairman of the board, president,
or any officer.

V.P. & Secretary

Title

Thomas E. O'Neill

Typed or printed name

7/1/99

Date