



FO0000000004

ACCOUNT NO. : 072100000032

REFERENCE : 532753 5042558

AUTHORIZATION :

Patricia Pigjunt

COST LIMIT : \$ 70.00

ORDER DATE : December 29, 1999

ORDER TIME : 4:25 PM

ORDER NO. : 532753-030

700003085437--9

CUSTOMER NO: 5042558

CUSTOMER: Mr. John F. Kroeger
International Home Foods, Inc.
1633 Littleton Road

Parsippany, NJ 07054

FOREIGN FILINGS

NAME: INTERNATIONAL HOME FOODS
SALES CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

BK
1/3/00

00 JAN -3 AM 11:43

FILED
STATE OF FLORIDA
DIVISION OF CORPORATIONS

RECEIVED

00 JAN -3 AM 8:50

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: INTERNATIONAL HOME FOODS SALES CORP.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Glenn Wolfson
(Name of Person)
c/o Corporation Service Company
(Firm/Company)
Suite 8746, Two World Trade Center
(Address)
New York, NY, 10048-0203
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Glenn Wolfson at (800) 221- 0770
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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DIVISION OF CORPORATIONS
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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.

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DIVISION OF CORPORATIONS

1. INTERNATIONAL HOME FOODS SALES CORP.

(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

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

3. 22-3689456

(FEI number, if applicable)

4. November 08, 1999

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o International Home Foods, Inc., 1633 Littleton Road

Parsippany, NJ 07054

(Current mailing address)

8. Manufacture and Distribution of Food 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 or Mail Drop Box **NOT** acceptable)

Name: CORPORATION SERVICE COMPANY

Office Address: 1201 Hays Street

Tallahassee, 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: Vicki Schreiber, Asst. V.P.

(Registered agent's signature)

John S. Hoenigmann, Assistant Vice President

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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

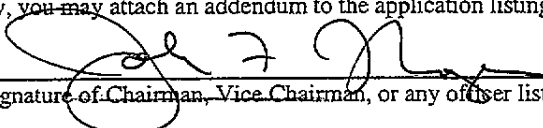
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John F. Kroeger, VP
(Typed or printed name and capacity of person signing application)

STATE OF CALIFORNIA
DIVISION OF CORPORATIONS
00 JAN -3 AM 11:43

International Home Foods Sales Corp.

SECRET
DIVISION OF CORPORATIONS
00 JAN -3 AM 11:43

Officers:

Lawrence Hathaway	President & Chief Operating Officer	100 Northfield Street Greenwich, CT 06830
Craig Steeneck	Vice President & Chief Financial Officer	1633 Littleton Road Parsippany, NJ 07054
M. Kelley Maggs	Vice President & Secretary	1633 Littleton Road Parsippany, NJ 07054
Lynn Misericordia	Treasurer	1633 Littleton Road Parsippany, NJ 07054
James Krause	Vice President & Assistant Secretary	100 Northfield Street Greenwich, CT 06830
John Kroeger	Vice President & Assistant Secretary	1633 Littleton Road Parsippany, NJ 07054
Anthony Lobue	Vice President	1633 Littleton Road Parsippany, NJ 07054

Directors:

Lawrence Hathaway	100 Northfield Street Greenwich, CT 06830
M. Kelley Maggs	1633 Littleton Road Parsippany, NJ 07054
James Krause	100 Northfield Street Greenwich, CT 06830

State of Delaware
Office of the Secretary of State

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STATE
DIVISION OF CORPORATIONS
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNATIONAL HOME FOODS SALES CORP." 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 TWENTY-NINTH DAY OF DECEMBER, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3122441 8300

991566085

AUTHENTICATION:

0169379

DATE:

12-29-99