



George Weston Limited
22 St. Clair Avenue East, Suite 1901
Toronto, Ontario, Canada M4T 2S7
Fax 416-922-4395
Telephone 416-922-2500

FOO 000000 1650

October 1, 1999

DELIVERED BY COURIER

Qualifications/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL
32399
USA

400003004884--3
-10/04/99--01136--005
*****70.00 *****70.00

Dear Sirs:

Re: Heritage Salmon Company Limited

Enclosed please find the following documents required to register the above-noted corporation to transact business in the State of Florida:

1. Transmittal Letter, in duplicate;
2. original Certificate of Status;
3. Application by Foreign Corporation for Authority to Transact Business in Florida, in duplicate; and
4. cheque in the amount of \$70.00 representing your filing fee.

400003004884--3
-03/23/00--01086--002
**10526.25 **10526.25

If you require additional information or documentation, please contact Neli Giouridis at our office.

Sincerely,

N. Giouridis
for: SUSAN J. MARKIEWICZ
Law Clerk

SJM/ng

Enclosures
cc: Mr. David Archambault

FILED
MAR 24 2 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOO-1650

#10,526.25 - Penalty
BA 3/22



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 6, 1999

MARIAN M. BURROWS
GEORGE WESTON LIMITED
22 ST. CLAIR AVENUE EAST, SUITE 1901
TORONTO, ONTARIO, CANADA, M4T2S-7

SUBJECT: HERITAGE SALMON COMPANY LIMITED
Ref. Number: W99000023099

We have received your document for HERITAGE SALMON COMPANY LIMITED and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$10,526.25.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 899A00048528

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR 24 PM 2:32

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 8, 2000

MARIAN M. BURROWS
GEORGE WESTON LIMITED
22 ST. CLAIR AVENUE EAST, SUITE 1901
TORONTO, ONTARIO, CANADA, M4T2S-7

SUBJECT: HERITAGE SALMON COMPANY LIMITED
Ref. Number: W99000023099

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for HERITAGE SALMON COMPANY LIMITED.

The referenced application states that the corporation has transacted business in the State of Florida since January 1, 1990. You were notified by letter dated October 6, 1999, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$10526.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6051.

Gretchen Harvey
Document Specialist Supervisor Letter No. 200A00006309

Enclosure

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TALLAHASSEE, FLORIDA

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George Weston Limited
22 St. Clair Avenue East, Suite 1901
Toronto, Ontario, Canada M4T 2S7
Fax 416-922-4395
Telephone 416-922-2500

March 17, 2000

DELIVERED BY COURIER

Qualifications/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL
32399
USA

Dear Sirs:

Re: Heritage Salmon, Inc.


Further to your letters dated October 6, 1999 and February 8, 2000, copies of which are enclosed for your reference, we wish to advise that our original application which was submitted with our letter dated October 1, 1999 was inadvertently made on behalf of the incorrect corporation. Heritage Salmon Company Limited, which is an Ontario corporation, currently does not carry on business in the State of Florida and never has. The corporation which does carry on business in the State of Florida is Heritage Salmon, Inc., a Delaware corporation. In this regard, we are enclosing the following documents required to register Heritage Salmon, Inc. to transact business in the State of Florida:

1. Transmittal Letter, in duplicate;
2. original Certificate of Status; and
3. Application by Foreign Corporation for Authority to Transact Business in Florida, in duplicate.

Also enclosed is a cheque in the amount of US \$10,625.25 with respect to penalties as set out in your letters.

If you require additional information or documentation, please contact Neli Giouridis of our office.

Sincerely,


MARIAN M. BURROWS
Assistant Secretary

SJM/ng
Enclosures

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TALLAHASSEE, FLORIDA

**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. Heritage Salmon, Inc.
(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. 01-0462580
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 29, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1990
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Suite 1901, 22 St. Clair Avenue East
Toronto, Ontario, Canada, M4T 2S7
(Current mailing address)
8. sale of salmon
(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: Cesar Lago
- Office Address: 8325 NW 30th Terrace
Miami, Florida, 33122
(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.


(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.

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

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TALLAHASSEE, FLORIDA

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

Chairman: See attached list.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached list.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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. Marian M. Burrows, Assistant Secretary
(Typed or printed name and capacity of person signing application)

HERITAGE SALMON, INC.

Directors:

Frank H. Frye
10 Free Street, Portland, Maine, 04112-4510
Richard M. Lee, Jr.
2821 Emerywood Parkway, Suite 210, Richmond, Virginia, 23294-3727
Terrence McDonnell
2 King Street, Saint John, New Brunswick, E2L 1G2, Canada

Officers:

Fraser J. Walsh	President
669 Main Street, Blacks Harbour, New Brunswick, E5H 1K1, Canada	
Donald G. Reid	Chief Financial Officer
2001 - 22 St. Clair Avenue East, Toronto Ontario, M4T 2S7, Canada	
Stewart E. Green	Senior Vice President, Secretary, General Counsel
2001 - 22 St. Clair Avenue East, Toronto Ontario, M4T 2S7, Canada	
Kenneth D. Hirtle	Senior Vice President
2 King Street, Saint John, New Brunswick, E2L 1G2, Canada	
Richard P. Mavrinac	Senior Vice President, Finance
1500 - 22 St. Clair Avenue East, Toronto Ontario, M4T 2S8, Canada	
Stephen A. Smith	Senior Vice President, Controller
1500 - 22 St. Clair Avenue East, Toronto Ontario, M4T 2S8, Canada	
Robert A. Balcom	Vice President, Assistant Secretary
1500 - 22 St. Clair Avenue East, Toronto Ontario, M4T 2S8, Canada	
Bruno del Bel	Vice President, Finance
2 King Street, Saint John, New Brunswick, E2L 1G2, Canada	
J. Bradley Holland	Vice President, Taxation
1500 - 22 St. Clair Avenue East, Toronto Ontario, M4T 2S8, Canada	
Louise M. Lacchin	Vice President, Treasurer
1500 - 22 St. Clair Avenue East, Toronto Ontario, M4T 2S8, Canada	
Charles Crowe	Treasurer
669 Main Street, Blacks Harbour, New Brunswick, E5H 1K1, Canada	
David Archambault	Controller
669 Main Street, Blacks Harbour, New Brunswick, E5H 1K1, Canada	
Marian M. Burrows	Assistant Secretary
1901 - 22 St. Clair Avenue East, Toronto Ontario, M4T 2S7, Canada	
Richard M. Lee, Jr.	Director of Taxation
2821 Emerywood Parkway, Suite 210, Richmond, Virginia, 23294-3727	
Len Stewart	Director of Finance
669 Main Street, Blacks Harbour, New Brunswick, E5H 1K1, Canada	
Frank H. Frye	Clerk
10 Free Street, Portland, Maine, 04112-4510	

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00 MAR 24 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HERITAGE SALMON, INC." 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 SECOND DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

2250149 8300

001106507



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

0291931

DATE:

03-02-00