

FO0000003741

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-06/30/00--01040--032
*****70.00 *****70.00

CORPORATION(S) NAME

Purina Mills, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

06/30/00

FILE SECOND

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

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31430

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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. Purina Mills, 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
(State or country under the law of which it is incorporated)
3. 76-0407288
(FEI number, if applicable)
4. 07/13/1993
(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. 1401 South Hanley Road, St. Louis, MO 63144
(Current mailing address)

8. See Attachment
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

By: Charlotte Renee Cruz
(Registered agent's signature)

Charlotte Renee Cruz, Asst. Secretary

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

Chairman: See attached rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached rider

Address: _____

Vice President: _____

Address: _____

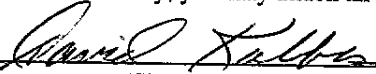
Secretary: _____

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. David Kabbes, Vice President
(Typed or printed name and capacity of person signing application)

Addendum to
Application by Foreign Corporation for Authorization to Transact
Business in Florida

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Item 8: (Purpose Clause)

To engage in the animal nutrition business and to engage in any lawful act or activity for which corporations may be organized.

**List of Directors and Executive Officers
Purina Mills, Inc.**

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Name	Title	Home Address	Business Address
Brad J. Kerbs	Director, Chief Executive Officer and President	16 Forest Drive Eureka, Missouri 63025	1401 South Hanley Road St. Louis, Missouri 63144
David R. Hoogmoed	Executive Vice President, Livestock Production Systems Business Group	17750 W. Hampton Woods Dr. Chesterfield, Missouri 63005	1401 South Hanley Road St. Louis, Missouri 63144
Rick L. Bowen	Executive Vice President, Operations	1310 Sapphire Ln. Longmont, Colorado 80501	1401 South Hanley Road St. Louis, Missouri 63144
Bradley D. Schu	Executive Vice President, Dealer Business Group	311 Tulip Drive St. Louis, Missouri 63119	1401 South Hanley Road St. Louis, Missouri 63144
David G. Kabbes	Executive Vice President, Secretary and General Counsel	2129 Englewood Terrace Chesterfield, Missouri 63017	1401 South Hanley Road St. Louis, Missouri 63144
Darrell D. Swank	Executive Vice President and Chief Financial Officer	639 Southern Hills Dr. Eureka, Missouri 63025	1401 South Hanley Road St. Louis, Missouri 63144
James R. Emanuelson	Executive Vice President and Chief Information Officer	1328 Countryside Manor Pl. Chesterfield, Missouri 63005	1401 South Hanley Road St. Louis, Missouri 63144
Del G. Meinz	Vice President, Treasurer and Controller	7103 Christopher St. Louis, Missouri 63129	1401 South Hanley Road St. Louis, Missouri 63144
Tom H. Shepherd	Vice President, Manufacturing	1444 Carriage Crossing Chesterfield, Missouri 63005	1401 South Hanley Road St. Louis, Missouri 63144
Glenn Shields	Vice President - Companion Animal, Specialty and Dealer Development	545 Fairway Oaks Drive Eureka, Missouri 63025	1401 South Hanley Road St. Louis, Missouri 63144
Mark Chenoweth	Vice President - America's Country Store	721 Cranbrook Kirkwood, Missouri 63122	1401 South Hanley Road St. Louis, Missouri 63144
Kelly Wiesbrock	Vice President - Supply Chain Productivity	458 West Point Court St. Louis, Missouri 63130	1401 South Hanley Road St. Louis, Missouri 63144

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Name	Title	Home Address	Business Address
Max A. Fisher	Vice President - Public Relations	14800 Grantley Chesterfield, Missouri 63005	1401 South Hanley Road St. Louis, Missouri 63144
Jeff Gough	Vice President - Human Resources	1347 Wellington View Place Chesterfield, Missouri 63005	1401 South Hanley Road St. Louis, Missouri 63144
Walter W. Timm	Assistant Secretary	4096 Toenges Avenue St. Louis, Missouri 63116	1401 South Hanley Road St. Louis, Missouri 63144
Beverly D. Riola	Assistant Treasurer	5648 Price George Court St. Louis, Missouri 63139	1401 South Hanley Road St. Louis, Missouri 63144
James Dumler	Director	7626 Oxford Wichita, Kansas 67226	1401 South Hanley Road St. Louis, Missouri 63144
Timothy A. Durkin	Director	1415 N. 143rd Street East Wichita, Kansas 67230	1401 South Hanley Road St. Louis, Missouri 63144
Richard E. Knudson	Director	2724 Rushwood Court Wichita, Kansas 67226	1401 South Hanley Road St. Louis, Missouri 63144

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PURINA MILLS, 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 TWENTY-EIGHTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 30 PM 4: 55



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0529799

001330996

DATE:

06-28-00