

Document Number On

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

CORPORATION(S) NAME

Heinz Management Company

<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 _____
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Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

11/14/00

Order#:

Ref#:

Amount:\$

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DO NOT
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NOV 14 PM 6:03

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TALLAHASSEE, FLORIDA
NOV 14 AM 11:16

DO NOT
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TALLAHASSEE, FLORIDA
NOV 14 PM 3:04

FILED

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

FILED

11/14

**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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1. Heinz Management Company
(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. 51-0289545
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/06/1985 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 600 Grant Street, Pittsburgh, PA 15219
(Principal office address)
same
(Current mailing address)
8. To conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity permitted under the Florida Business Corporation Act.
(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
(City) (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.

C T Corporation System
By: K.A. S. Kevin A. Seburnia, Asst. Secretary
(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 business addresses of officers and/or directors: Please see attached.

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: _____

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. Leonard A. Cullo, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Leonard A. Cullo, Jr. - Vice President and Treasurer
(Typed or printed name and capacity of person signing application)

HEINZ MANAGEMENT COMPANY

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TALLAHASSEE, FLORIDA

Name	Business Address	Title
Paul F. Renne	600 Grant Street Pittsburgh, PA 15219	Director
Laura Stein	600 Grant Street Pittsburgh, PA 15219	Director
Leonard A. Cullo, Jr.	600 Grant Street Pittsburgh, PA 15219	Director

Name	Business Address	Title
Paul F. Renne	600 Grant Street Pittsburgh, PA 15219	President
Leonard A. Cullo, Jr.	600 Grant Street Pittsburgh, PA 15219	Vice President and Treasurer
Christopher J. Puma	1062 Progress Street Pittsburgh, PA 15212	Vice President
Edward J. McMenamin	1062 Progress Street Pittsburgh, PA 15212	Vice President
Jack W. Radke	625 Liberty Avenue Pittsburgh, PA 15222	Secretary
Karyll A. Davis	600 Grant Street Pittsburgh, PA 15219	Assistant Secretary
Kimberly A. Kirkpatrick	625 Liberty Avenue Pittsburgh, PA 15222	Assistant Secretary
Robert M. Johnston	625 Liberty Avenue Pittsburgh, PA 15222	Assistant Treasurer
George Snyder	1062 Progress Street Pittsburgh, PA 15212	Assistant Treasurer
Stephen D. Reyburn	1062 Progress Street Pittsburgh, PA 15212	Assistant Treasurer
John C. Crowe	625 Liberty Avenue Pittsburgh, PA 15222	Assistant Treasurer
Barbara J. Deem	625 Liberty Avenue Pittsburgh, PA 15222	Assistant Treasurer
Kathy Thomas	1062 Progress Street Pittsburgh, PA 15212	Assistant Treasurer

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 "HEINZ MANAGEMENT COMPANY" 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 TENTH DAY OF NOVEMBER, 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.

FILED
00 NOV 14 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0785684

DATE: 11-10-00