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ACCOUNT NO. : 072100000032

REFERENCE : 897897 4323253

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 3,520.00

00 NOV 27 AM 9:37
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 14, 2000

ORDER TIME : 3:38 PM

ORDER NO. : 897897-005

CUSTOMER NO: 4323253

CUSTOMER: Roderick C. Vasser, Legal Asst
Sara Lee Corporation
Three First National Plaza

Chicago, IL 60602-4260

7000003476817--9

FOREIGN FILINGS

NAME: STATE FAIR FOODS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

BR 11/27

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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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TALLAHASSEE, FLORIDA

1. State Fair Foods, 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. Texas
(State or country under the law of which it is incorporated)
3. 75-1156790
(FEI number, if applicable)
4. July 11, 1963
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. June 27, 1997
(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. c/o CSC, 1201 Hays Street, Tallahassee, Florida 32301
(Principal office address)

c/o Sara Lee Corporation, Three First National Plaza, Chicago IL. 60602
(Current mailing address)
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized.
8. _____
(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
(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.

Corporation Service Company

Karna R. Mehta, 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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Roderick A. Palmore

Address: Three First National Plaza

Chicago, IL. 60602

Director: R. Henry Kleeman

Address: Three First National Plaza

Chicago, IL. 60602

B. OFFICERS

President: James W. Hooks

Address: 3900 Meacham Blvd.

Haltom City, TX 76117

Vice President: R. Henry Kleeman

Address: Three First National Plaza

Chicago, IL. 60602

Secretary: Roderick A. Palmore

Address: Three First National Plaza, Chicago, IL. 60602

Treasurer: Rebert W. Oberrender

Address: Three First National Plaza, Chicago, IL. 60602

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

13. R. H. A.

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

14. R. Henry Kleeman, Vice President

(Typed or printed name and capacity of person signing application)

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The State of Texas

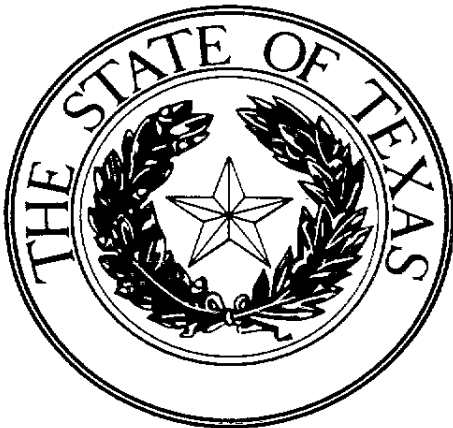
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

STATE FAIR FOODS, INC.
File No. 194610-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on November 14, 2000.*



Elton Bomer
Secretary of State DAE