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660 East Jefferson Street Tallahassee, FL 32301 Tel. 850, 222, 1092 Fax 850, 222, 7615

#### 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. Welch Foods Inc., A Cooperative (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.) Michigan 3. 16-099-8906 (State or country under the law of which it is incorporated) (FEI number, if applicable) 4. <u>June 6, 19</u>72 (Duration: Year corp. will cease to existor "perpetual") (Date of incorporation) Contracted with co-manufacturing on June 19, 2001. (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) 2 So. Portage St., Westfield, NY 14787-1492 (Current mailing address) Consumer packaging of juice 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: 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.

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.

(Registered agent's signature)

C T Corporation System

Chairman:	ee attached.	
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OFFICERS (S	reet address only - P.O. Box NOT acceptable)	
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OTE: If necessary,	you may altach an addendum to the application listing additional officers and/or directors.	
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WELCH FOODS INC., A COOPERATIVE - 2001 BOARD OF DIRECTORS

Thomas E. Callahan   288 Stow Road   Harvard, MA 01451 (978) 458-9171   Sr. V.P. Finance & CFO 3 Concord Farms 575 Virginia Road Concord, MA 01742-9101   Phone: (978) 371-3885   Fax: (978) 371-3707   Phone: (978) 371-3885   Fax: (978) 371-3707   Phone: (978) 371-3705		H FOODS INC., A COOPERATIVE -	,
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Assistant: Beth Cardozo (978) 371-3687   September 17   September 18   Septembe			1
Assistant: Beth Cardozo (978) 371-3687   s-mail: beardozo@welchs.com	Wife: Ellie		
Concord, MA 01742-9101		(978) 456-9171	
Phone: (378) 371-3863			1
Charles J. Chapman Wife: Kris    12780 Mariner Court   Harbour Ridge   Palm City, FL 34990   Home: (561) 336-7761   Office: (561) 336-7761   Office: (561) 336-7761   Office: (561) 336-0066   Palm City, FL 34990   Home: (561) 336-0066   Palm City, FL 34990   Home: (561) 336-0066   Palm City, FL 34990   Palm			
1786 Mariner Court   Harbour Ridge   Palm City, FL 34990   Horne: (561) 336-0116   Fax: (561) 336-0116   Fax: (561) 336-0066   e-mail: CChapman@ppfi.com   S4 Oak Knoll Road Carlisle, MA 01741   (978) 369-4382   S78 Virginia Road Concord, MA 01742-9101   Phone: (978) 371-3705   Phone: (978) 371-3707   Phone: (978) 3	e-mail: bcardozo@welchs.com		
Harbour Ridge   Palm City, FL 34990   Home: (561) 336-7761   Office: (561) 336-0066   Palm City, FL 34990   Home: (561) 336-0066   Palm City, FL 34990   Home: (561) 336-0066   Palm City, Fl 34990			
Palm City, FL 34990   Home: (561) 336-0116   Fax: (561) 336-016   Fax: (561) 336-016   Fax: (561) 336-016   Fax: (561) 336-006   Fax: (78) 369-4382   Fresident & CEO 3 Concord Farms 575 Virginia Road Concord, MA 01742-9101   Phone: (978) 371-3705   Fax: (978) 371-3705   Fax: (978) 371-3707   Fax: (978) 371-37	Charles J. Chapman		1
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Assistant: Kathy Keady (9/8) 371-3705   Se-mail: kkcady@welchs.com	Daniel P. Dillon		Walch's
Assistant: Kathy Keady (9/8) 371-3705   Se-mail: kkcady@welchs.com			President & CEO
Assistant: Kathy Keady (9/8) 371-3705   Se-mail: kkcady@welchs.com			3 Concord Farms
(978) 371-3705   Phone: (978) 371-3705   Phone: (978) 371-3705   Phone: (978) 371-3705   Phone: (978) 371-3704   Pax: (978) 371-3707   Phone: (978)	Assistant: Kathy Keady	(***,****	
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Diseph C. Falcone   Silver Creek, NY 14136   Home: (716) 934-2004   Office: (716) 955-2503   Fax: (716) 965-2469   -mail: jcjfal@msn.com   So Chamberlain Avenue   Westwood, MA 02090   (781) 769-3747   Home Fax: (781) 769-6458   Home E-Mail: ace2dag@aol.com   So Corporation   The Mountain   Framingham, MA 01701-9168   Phone: (608) 766-7140   Home Fax: (781) 769-6458   Phone: (814) 725-8593   RLGrahamFam@worldnet.att.net   Silver Creek, NY 14136   Home Fax: (781) 769-6458   Phone: (814) 725-5933   RLGrahamFam@worldnet.att.net   Silver Cheek P. Kilian, Chairman   Wife: Laura   Solver Middle Road   Outlook, WA 98938   Home Phone: (609) 837-3056   Office Phone/Fax: (509) 837-2207   President   South Portage Street   Westfield, NY 14787   Phone: (716) 326-5368   Prosestville, NY 14062   Office Phone/Fax: (509) 837-2207   South Portage Street   Westfield, NY 14787   Phone: (716) 326-5494   Use Home Address   Fax: (716) 326-5494   Fax: (716) 672-2266	e-mail: kkeady@welchs.com		
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Silver Creek, NY 14136 Home: (716) 934-2004 Office: (716) 955-2503 Fax: (716) 955-2469 e-mail: jojfal@msn.com Daniel A. Grady Wife: Dot Westwood, MA 02090 (781) 769-3747 Assistant: Janet LaRose (508) 766-7140 Home Fax: (781) 769-6458 Home E-Mail: ace2dag@aol.com Wife: Laura P450 West Middle Road North East, PA 16428 Phone: (614) 725-8007 Fax: (814) 725-8007 Fax: (814) 725-5593 RLGrahamFam@worldnet.att.net Fredrick P. Kilian, Chairman Wife: Karon Assistant: Ivis Edgerton (716) 326-5368 -mail: idegerton@welchs.com C. Robert Militello Wife: Judy  Diffice Phone/Fax: (509) 837-3056 Ce-mail: grapeman@netsync.net Stephen H. Warhover Wife: Anne Assistant: Sheila Hardwick (978) 281-8275 theila hardwick@gortons.com  Dames T. Winton Wife: Musette  Silver Creek, NY 14136 Home: (716) 936-2469 Fax: 305-367-2649 Fax: 305-367-	Joseph C. Falcone	11422 Walnut Road	
Office: (716) 965-2603	Wife: Jane		
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Wife: Dot Assistant: Janet LaRose (508) 766-7140 Home Fax: (781) 769-3747 Home E-Mail: ace2dag@aol.com Randolph H. Graham Wife: Laura  9450 West Middle Road North East, PA 16428 Phone: (814) 725-8007 Fax: (	D		
Assistant: Janet LaRose (508) 766-7140  Bernail: janet_larose@bose.com  Horne Fax: (781) 769-6458 Home E-Mail: ace2dag@aol.com  P450 West Middle Road Morth East, PA 16428 Phone: (814) 725-8007 Fax: (814) 725-5593 RLGrahamFam@worldnet.att.net  Predrick P. Kilian, Chairman Mife: Karon  Assistant: Ivis Edgerton (716) 326-5368 Bernail: idegerton(@welchs.com  C. Robert Militello Mife: Judy  Assistant: Sheila Hardwick (978) 281-8275 theila.hardwick@gortons.com  Dames T. Winton Mife: Musette  (781) 769-3747  Horne: (781) 769-6458 Home Fax: (781) 769-6458 Home Fax: (781) 769-6458 Home E-Mail: ace2dag@aol.com  9450 West Middle Road Morth East, PA 16428 Phone: (814) 725-593 RLGrahamFam@worldnet.att.net  1151 Independence Road Outlook, WA 98938 Home Phone: (509) 837-3056  Office Phone/Fax: (509) 837-3056  Office Phone/Fax: (509) 837-2207  Office Phone/Fax: (509) 837-2207  Use Home Address for Correspondence) National Grape Co-Operative Association President 2 South Portage Street Westfield, NY 14787 Phone: (716) 326-5388 Fax: (716) 326-5494  Use Home Address  Use Home Address for Correspondence) National Grape Co-Operative Association Prones (676) 326-5388 Fax: (716) 672-2866 e-mail: grapeman@netsync.net  33 William Fairfield Drive Wenham, MA 01984 (978) 468-2049  President, CEO Gorton's Seafood 128 Rogers Street Gloucester, MA 01930 Phone: (978) 281-8204 Fax: (978) 281-8256 e-mail: steve.warhover@gortons.com  (Use Home Address for Correspondence) Phone: (716) 326-5388 Fax: (716) 326-5494  Use Home Address for Correspondence)  18			1
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North East, PA 16428 Phone: (814) 725-5907 Fax: (814) 725-593 R.L.GrahamFam@worldnet.att.net  Fredrick P. Kilian, Chairman Nife: Karon  Assistant: Ivis Edgerton (716) 326-5368 Greenwich, CT 06831-5159 Independence Road Outlook, WA 98938 Home Phone: (509) 837-3056  Office Phone/Fax: (509) 837-2207  President South Portage Street Westfield, NY 14787 Phone: (716) 326-5388 Fax: (716) 326-5494  Use Home Address  Use Home Address  Use Home Address  Fax: (716) 326-5494  Use Home Address  Use Home Address  Fax: (716) 326-5494  Use Home Address  Use Home Address  Use Home Address  Fax: (716) 326-5494  Use Home Address  Fresident, CEO Gorton's Seafood 128 Rogers Street Gloucester, MA 01930 Phone: (978) 281-8275 Sheila.hardwick@gortons.com  Immes T. Winton  Nife: Musette  In Anchor Drive Key Largo, FL 33037 Phone: 305-367-2649 Fax: 305-367-2063 Fax: 305-367-2063  e-mail: jtwinton@aol.com  President South Portage Street Gorton's Seafood 128 Rogers Street Gloucester, MA 01930 Phone: (978) 281-8204 Fax: (978) 281-8256 E-mail: steve.warhover@gortons.com Clarion Marketing & Communications Greenwich, CT 06831-5159 Phone: (203) 862-6772	Randolph H. Graham	9450 West Middle Road	
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## dheila.hardwick@gortons.com    Comparison			
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			Fax: (203) 862-6001

## WELCH FOODS INC., A COOPERATIVE

## CORPORATE OFFICERS

Daniel P. Dillon Marion P. Williams Thomas E. Callahan David J. Lukiewski Mario J. Cornacchio Jr. Thomas E. Gettig

William C. Hewins
Peter F. Martin
Robert. W. McMillen III
Andrew D. Staniar
Vivian S. Y. Tseng
A. B. Wright III
Richard H. Alpert
Paul F. Curry
Steven W. Roberts

President & CEO
Senior Vice President - Technology
Senior Vice President - Finance, CFO
Senior Vice President - Sales
Vice President - Treasurer
Vice President - Human Resources &
Administration
Vice President - International
Vice President - Marketing
Vice President - Corporate Controller

Vice President - General Counsel & Secretary Vice President - Corporate Planning Assistant Secretary

Vice President - Operations

Assistant Secretary
Assistant Treasurer

kb/Corporate Officers 2001

7/9/01

# Lansing, Michigan

This is to Certify That

#### WELCH FOODS INC., A COOPERATIVE

was validly incorporated on June 6, 1972, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

> In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 3rd day of July, 2001

> > Director

Bureau of Commercial Services

GOLD SEAL APPEARS ONLY ON ORIGINAL