

CT CORPORATION SYSTEM

F01000003685

CORPORATION(S) NAME

Welch Foods Inc., a Cooperative

FILED
01 JUL 12 PM 11:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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-07/12/01--01012--027
*****70.00 *****70.00

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<input type="checkbox"/> Nonprofit		
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	<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
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<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
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<input type="checkbox"/> Mail Out		

2001 JUL 12 PM 11:03
TO BE FILED
SUFFICIENCY OF FILING

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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

7/12/01

Order#: 4633893

Ref#: _____

Amount: \$ _____

BK

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.)

2. Michigan

(State or country under the law of which it is incorporated)

3. 16-099-8906

(FEI number, if applicable)

4. June 6, 1972

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 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.)

7. _____

2 So. Portage St., Westfield, NY 14787-1492

(Current mailing address)

8. 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.

C T Corporation System

Quann Davis
(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)

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

Chairman: See attached.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached.

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)
Paul F. Curry

14. Assistant Secretary

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

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TALLAHASSEE, FLORIDA

WELCH FOODS INC., A COOPERATIVE – 2001 BOARD OF DIRECTORS

NAME	HOME ADDRESS	BUSINESS ADDRESS
Thomas E. Callahan Wife: Ellie Assistant: Beth Cardozo (978) 371-3687 e-mail: bcardozo@welchs.com	288 Stow Road Harvard, MA 01451 (978) 456-9171	Welch's Sr. VP, Finance & CFO 3 Concord Farms 575 Virginia Road Concord, MA 01742-9101 Phone: (978) 371-3683 Fax: (978) 371-3707 e-mail: tcallahan@welchs.com
Charles J. Chapman Wife: Kris	12780 Mariner Court Harbour Ridge Palm City, FL 34990 Home: (561) 336-7761 Office: (561) 336-0116 Fax: (561) 336-0066 e-mail: CChapman@ppfi.com	Use Home Address
Daniel P. Dillon Wife: Sherry Assistant: Kathy Keady (978) 371-3705 e-mail: kkeady@welchs.com	84 Oak Knoll Road Carlisle, MA 01741 (978) 369-4382	Welch's President & CEO 3 Concord Farms 575 Virginia Road Concord, MA 01742-9101 Phone: (978) 371-3674 Fax: (978) 371-3707 e-mail: ddillon@welchs.com
Joseph C. Falcone Wife: Jane	11422 Walnut Road Silver Creek, NY 14136 Home: (716) 934-2004 Office: (716) 965-2503 Fax: (716) 965-2469 e-mail: jcjfal@msn.com	Use Home Address
Daniel A. Grady Wife: Dot Assistant: Janet LaRose (508) 766-7140 e-mail: janet_larose@bose.com	50 Chamberlain Avenue Westwood, MA 02090 (781) 769-3747 Home Fax: (781) 769-6458 Home E-Mail: ace2dag@aol.com	Vice President – Finance Chief Financial Officer Bose Corporation The Mountain Framingham, MA 01701-9168 Phone: (508) 766-7141 Fax: (508) 766-7938 e-mail: dan_grady@bose.com
Randolph H. Graham Wife: Laura	9450 West Middle Road North East, PA 16428 Phone: (814) 725-8007 Fax: (814) 725-5593 RLGrahamFam@worldnet.att.net	Use Home Address
Fredrick P. Kilian, Chairman Wife: Karon Assistant: Ivis Edgerton (716) 326-5368 e-mail: iedgerton@welchs.com	1151 Independence Road Outlook, WA 98938 Home Phone: (509) 837-3056 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
C. Robert Militello Wife: Judy	2929 Route 39 Forestville, NY 14062 Office: (716) 679-1240 Fax: (716) 672-2866 e-mail: grapeman@netsync.net	Use Home Address
Stephen H. Warhover Wife: Anne Assistant: Sheila Hardwick (978) 281-8275 sheila.hardwick@gortons.com	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
James T. Winton Wife: Musette	115 Anchor Drive Key Largo, FL 33037 Phone: 305-367-2649 Fax: 305-367-2063 e-mail: jtwinton@aol.com	(Use Home Address for Correspondence) Executive Vice President Clarion Marketing & Communications Greenwich Office Park #5 Greenwich, CT 06831-5159 Phone: (203) 862-6772 Fax: (203) 862-6001

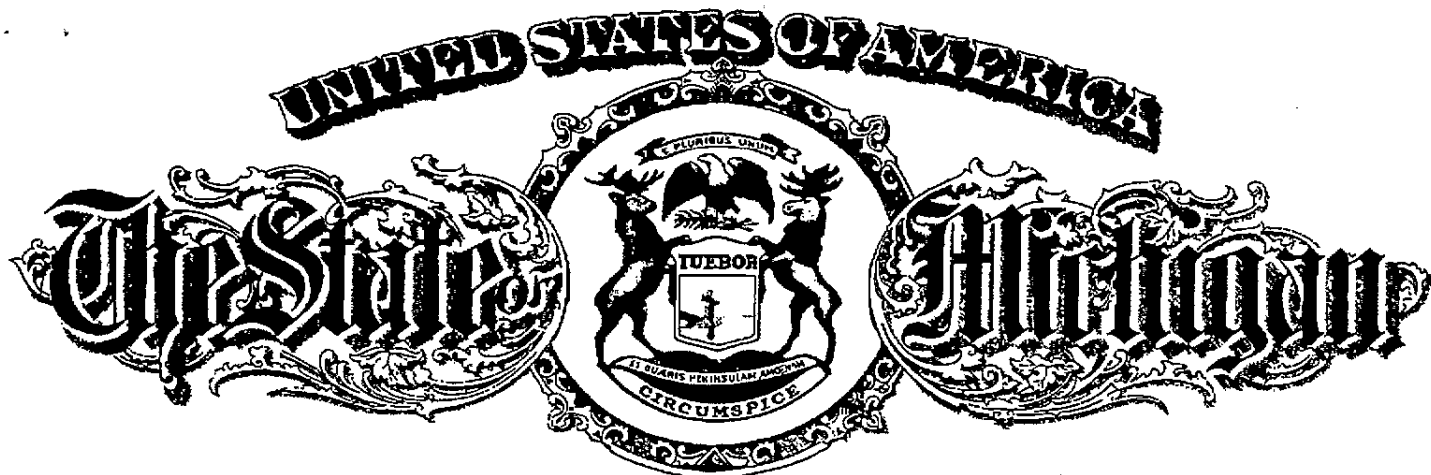
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TALLAHASSEE, FLORIDA

WELCH FOODS INC., A COOPERATIVE

CORPORATE OFFICERS

Daniel P. Dillon	President & CEO
Marion P. Williams	Senior Vice President - Technology
Thomas E. Callahan	Senior Vice President - Finance, CFO
David J. Lukiewski	Senior Vice President - Sales
Mario J. Cornacchio Jr.	Vice President - Treasurer
Thomas E. Gettig	Vice President - Human Resources & Administration
William C. Hewins	Vice President - International
Peter F. Martin	Vice President - Marketing
Robert W. McMillen III	Vice President - Corporate Controller
Andrew D. Staniar	Vice President - Operations
Vivian S. Y. Tseng	Vice President - General Counsel & Secretary
A. B. Wright III	Vice President - Corporate Planning
Richard H. Alpert	Assistant Secretary
Paul F. Curry	Assistant Secretary
Steven W. Roberts	Assistant Treasurer

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TALLAHASSEE, FLORIDA



Michigan Department of Consumer and Industry Services

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Andrew S. Mitchell, Director

Bureau of Commercial Services