



F01000004475

ACCOUNT NO. : 072100000032

REFERENCE : 437701 5024771

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
01 AUG 23 PM 1:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Patricia

ORDER DATE : August 21, 2001

ORDER TIME : 10:44 AM

ORDER NO. : 437701-005

CUSTOMER NO: 5024771

300004551953--2

CUSTOMER: Ms. Angela B. Miro
Suiza Foods Corporation
2515 Mckinney Avenue, Lb 30
Suite 1200
Dallas, TX 75201

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 AUG 23 AM 11:25

NOT ISSUED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FOREIGN FILINGS

①

SUIZA MANAGEMENT CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

BK

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER: _____

TRANSMITTAL LETTER

01 AUG 23 AM 1:31
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: Suiza Management Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

(Name of Person)

(Firm/Company)

(Address)

(City/State and Zip code)

For further information concerning this matter, please call:

_____ at (_____) _____
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. Suiza Management Corporation
(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. 75-2587782
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 03/24/95 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. 2515 McKinney Avenue, Suite 1200, Dallas TX 75201
(Principal office address)
same as above
(Current mailing address)
8. Management services
(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
Patricia Carter, ASST, VP
(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors 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. _____

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

14. Angela B. Miro, Assistant Secretary

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Suiza Management Corporation
Directors and Officers as of Monday, August 20, 2001

Directors

Minimum: 1 Maximum: 3 Current: 1 Authorized number: 1 Quorum: Not on file

<i>Name and date elected</i>	<i>Business Address</i>
Michelle P. Goolsby	Suiza Foods Corporation
<i>Elected:</i> 8/1/1998	2515 McKinney Avenue
<i>Resigned:</i>	Suite 1200
<i>Citizenship:</i> US	Dallas, TX
	75201 USA

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DALLAS, TEXAS, FLORIDA

[A] indicates an Associate Director

Officers

<i>Title</i>	<i>Name and date appointed</i>	<i>Business Address</i>
Chief Executive Officer and President	Gregg L. Engles <i>Appointed:</i> 3/24/1995 <i>Resigned:</i>	2515 McKinney Avenue Suite 1200 Dallas, TX 75201 USA
EVP and President of International	Miguel M. Calado <i>Appointed:</i> 5/19/2000 <i>Resigned:</i>	2515 McKinney Avenue Suite 1200 Dallas, TX 75201 USA
Executive VP and Chief Financial Officer	Barry A. Fromberg <i>Appointed:</i> 5/19/2000 <i>Resigned:</i>	2515 McKinney Avenue Suite 1200 Dallas, TX 75201 USA
EVP, Chief Admin Officer, General Counsel and Secy	Michelle P. Goolsby <i>Appointed:</i> 8/1/1998 <i>Resigned:</i>	2515 McKinney Avenue Suite 1200 Dallas, TX 75201 USA
Vice President	Robert D. Dunn <i>Appointed:</i> 8/1/2001 <i>Resigned:</i>	2515 McKinney Avenue Suite 1200 Dallas, TX 75201 USA
Vice President and Assistant General Counsel	Bridget G. Johnson <i>Appointed:</i> 5/19/2000 <i>Resigned:</i>	2515 McKinney Avenue Suite 1200 Dallas, TX 75201 USA
Vice President - Taxation	Willis R. Kemp <i>Appointed:</i> 8/1/2001 <i>Resigned:</i>	2515 McKinney Avenue Suite 1200 Dallas, TX 75201 USA

Suiza Management Corporation
Directors and Officers as of Monday, August 20, 2001

Officers

<i>Title</i>	<i>Name and date appointed</i>	<i>Business Address</i>
Vice President - Corporate Development	Ronald H. Klein <i>Appointed:</i> 5/19/2000 <i>Resigned:</i>	2515 McKinney Avenue Suite 1200 Dallas, TX 75201 USA
Vice President - Corporate Development	John W. Madden <i>Appointed:</i> 5/19/2000 <i>Resigned:</i>	2515 McKinney Avenue Suite 1200 Dallas, TX 75201 USA
Vice President, Treasurer and Assistant Secretary	Cory M. Olson <i>Appointed:</i> 5/19/2000 <i>Resigned:</i>	2515 McKinney Avenue Suite 1200 Dallas, TX 75201 USA
VP, Asst General Counsel and Assistant Secretary	Lisa N. Tyson <i>Appointed:</i> 5/19/2000 <i>Resigned:</i>	2515 McKinney Avenue Suite 1200 Dallas, TX 75201 USA
Assistant Secretary	Sally M. Bell <i>Appointed:</i> 5/19/2000 <i>Resigned:</i>	2515 McKinney Avenue Suite 1200 Dallas, TX 75201 USA
Assistant Secretary	Angela B. Miro <i>Appointed:</i> 8/1/1998 <i>Resigned:</i>	2515 McKinney Avenue Suite 1200 Dallas, TX 75201 USA
Assistant Secretary	Carolyn Sledge <i>Appointed:</i> 5/19/2000 <i>Resigned:</i>	2515 McKinney Avenue Suite 1200 Dallas, TX 75201 USA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUIZA MANAGEMENT CORPORATION" 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-SECOND DAY OF AUGUST, A.D. 2001.

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

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

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AUG 22 2001 PM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1306491

DATE: 08-22-01