

# F 020000000483

CORPORATION(S) NAME

Kellogg USA Inc.

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DIVISION OF CORPORATIONS  
02 JAN 29 PM 2:03

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DIVISION OF CORPORATIONS

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|--|---|---|
| <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 \_\_\_\_\_  
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 W.P. Verifier \_\_\_\_\_

1/29/02

Order# 5077592  
 9000004833679--7  
 -01/29/02-01029-019  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

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. Kellogg USA 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. Michigan

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

3. 38-020060

(FEI number, if applicable)

4. December 2, 1991

(Date of incorporation)

5. Perpetual

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

6. Upon qualification filing

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. One Kellogg Square

Bartle Creek, MI 49016

(Current mailing address)

8. Manufacturer of ready to eat cereal.

(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

Claudia L. Saari  
(Registered agent's signature)

Claudia L. Saari  
Asst. Secretary

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)

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**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**~~Chairman~~ Director - A.D. David Mackay

Address: Director - Carla R. Cooper

Director - C.M. Gutierrez

~~Vice Chairman~~ Director - John Bryant

Address: Director - Jeffrey W. Montie

Director: Director - Arthur A. Byrd

Address:

Director:

Address: One Kellogg Square

Battle Creek, MI 49016 - 3599

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

President: David A. Mackay

Address: One Kellogg Square

Battle Creek, MI 49016-3599

Vice President:

Address:

Secretary: Gary H. Pitnick

Assistant Secretary - James K. Markey

Address: One Kellogg Square

One Kellogg Square

Battle Creek, MI 49016-3599

Battle Creek, MI 49016-3599

Treasurer: W. Stephen Perry

Address: One Kellogg Square

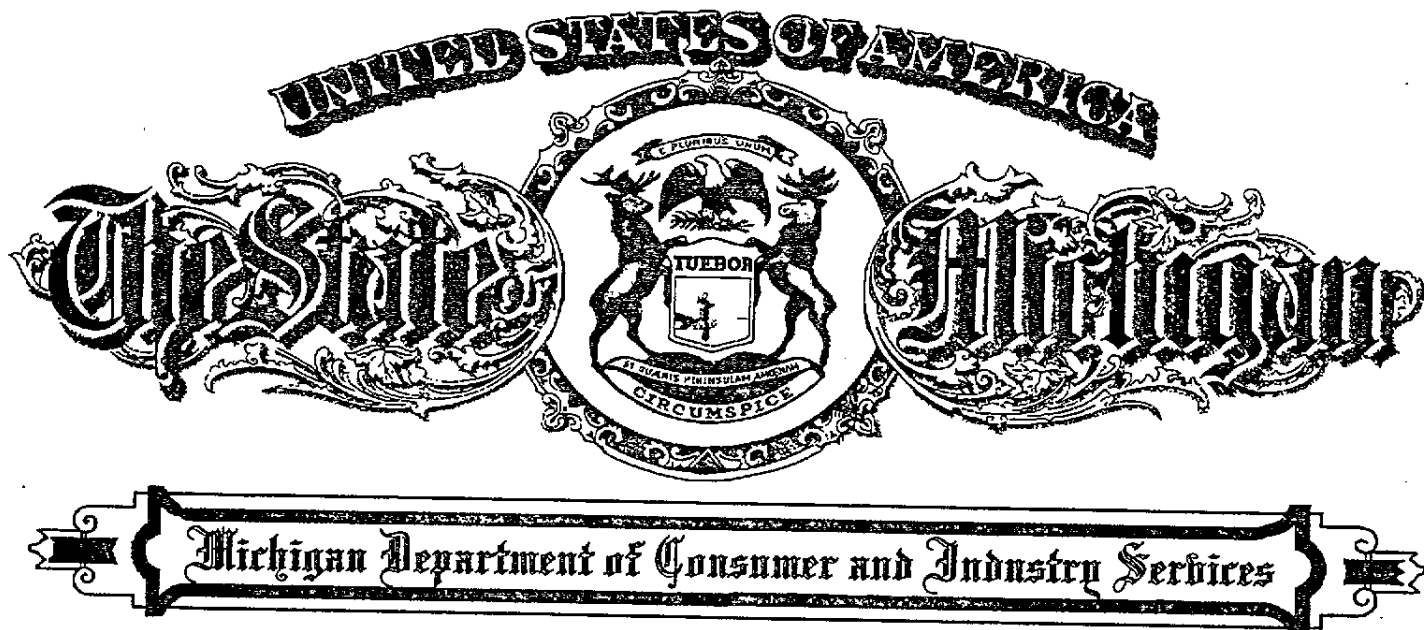
Battle Creek, MI 49016-3599

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. James K. Markey  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James K. Markey, Assistant Secretary

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

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Lansing, Michigan

*This is to Certify That*

**KELLOGG USA INC.**

*was validly incorporated on December 2, 1991, 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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*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 25th day of January, 2002*

*Andrew L. Mettall*, Director

Bureau of Commercial Services