



# F02000001862

ACCOUNT NO. : 072100000032

REFERENCE : 492264 4305223

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED  
02 APR 15 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 25, 2002

ORDER TIME : 11:32 AM

ORDER NO. : 492264-260

CUSTOMER NO: 4305223

CUSTOMER: Rhonda K. Lytle, Legal Asst  
Mcgrath, North, Mullin &  
One Central Park Plaza  
Suite 1400  
Omaha, NE 68102

RECEIVED  
02 APR 15 PM 12:06  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE AFF  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: CONAGRA GROCERY PRODUCTS  
COMPANY

200005272622--9

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

BK

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: \_\_\_\_\_

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ConAgra Grocery Products Company  
(Name of corporation - must include suffix)

FILED  
02 APR 15 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

Patrick J. Straka

(Name of Person)

McGrath, North, Mullin & Kratz, P.C.

(Firm/Company)

222 South Fifteenth Street, Suite 1400

(Address)

Omaha, NE 68102

(City/State and Zip code)

For further information concerning this matter, please call:

Patrick J. Straka

(Name of Person)

at ( 402 ) 341-3070

(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:

- |   |  |   |   |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,<br>Certificate of Status &<br>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

1. ConAgra Grocery Products Company

(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

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

3. 47-0834156

(FEI number, if applicable)

4. 6/21/00

(Date of incorporation)

5. Perpetual

(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. One ConAgra Drive, CC-237, Omaha, NE 68102

(Principal office address)

One ConAgra Drive, CC-237, Omaha, NE 68102

(Current mailing address)

8. Food processing, distribution, sale and related activities.

(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: Prentice-Hall Corp. System, Inc.

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.*

Prentice-Hall Corp. System, Inc.

*Laura D. Medina*

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

14. Debra L. Keith, Vice President, Tax  
(Typed or printed name and capacity of person signing application)

02 APR 15 PM 4:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **Directors, Officers Report**

### **ConAgra Grocery Products Company**

#### **DIRECTORS**

**Jay Douglas Bolding**

**Director**

**Primary Address:** ConAgra Foods, Inc.  
One ConAgra Drive  
CC-345  
Omaha, NE 68102-5001 US  
**Home Address:** 1625 N 129th St  
Omaha, NE 68154 US

**Dwight J. Goslee**

**Director**

**Primary Address:** ConAgra Foods, Inc.  
One ConAgra Drive  
Omaha, NE 68102-5001  
**Home Address:** 9708 North 225th Street  
Elkhorn, NE 68022 US

**James Patrick O'Donnell**

**Director**

**Primary Address:** ConAgra Foods, Inc.  
One ConAgra Drive  
Omaha, NE 68102-5001  
**Home Address:** 1126 South 181st Plaza  
Omaha, NE 68130

#### **EXECUTIVE OFFICERS**

##### **OFFICERS**

**Raymond J. DeRiggi**

**President**

**Primary Address:** ConAgra Grocery Products  
3353 Michelson Drive  
Irvine, CA 92612  
**Home Address:** 6 Horizon  
Newport Coast, CA 92657

**James Patrick O'Donnell**

**Vice President & Secretary**

**Primary Address:** ConAgra Foods, Inc.  
One ConAgra Drive  
Omaha, NE 68102-5001  
**Home Address:** 1126 South 181st Plaza  
Omaha, NE 68130

**FILED**  
02 APR 15 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ConAgra Grocery Products Company**

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FILED  
02 APR 15 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Jay Douglas Bolding** Vice President, Controller

Primary Address: ConAgra Foods, Inc.  
One ConAgra Drive  
CC-345  
Omaha, NE 68102-5001 US  
Home Address: 1625 N 129th St  
Omaha, NE 68154 US

**Kenneth W. DiFonzo** Vice President

Primary Address: ConAgra Grocery Products  
3353 Michelson Drive  
Irvine, CA 92612  
Home Address: 404 Morning Star Lane  
Newport, CA 92660

**Dwight J. Goslee** Vice President

Primary Address: ConAgra Foods, Inc.  
One ConAgra Drive  
Omaha, NE 68102-5001  
Home Address: 9708 North 225th Street  
Elkhorn, NE 68022 US

**Kevin L. Wedeking** Assistant Secretary

Primary Address: ConAgra Foods, Inc.  
One ConAgra Drive  
CC-335  
Omaha, NE 68102 US  
Home Address: 5644 North 160th Avenue  
Omaha, NE 68116 US

**Debra Lynn Keith** Vice President, Tax

Primary Address: ConAgra, Inc.  
One ConAgra Drive  
Omaha, NE 68102-5001  
Home Address: 2918 Blackhawk Circle  
Omaha, NE 68123

# Delaware

PAGE 1

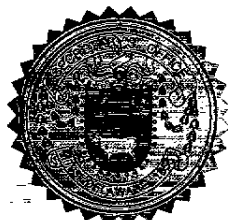
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONAGRA GROCERY PRODUCTS COMPANY" 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 NINTH DAY OF APRIL, A.D. 2002.

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

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

FILED  
APR 11 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3248887 8300

AUTHENTICATION: 1709888

020225345

DATE: 04-09-02