



FD2000 DD444Z

ACCOUNT NO. : 072100000032

REFERENCE : 702867 4323253

AUTHORIZATION : *Patricia Pizots*

COST LIMIT : \$ 78.75

ORDER DATE : August 13, 2002

ORDER TIME : 9:32 AM

ORDER NO. : 702867-050

CUSTOMER NO: 4323253

500007389505--8

CUSTOMER: Yvette Brandy, Paralegal
Sara Lee Corporation
Three First National Plaza
Chicago, IL 60602-4260

W02-25071

FOREIGN FILINGS

NAME: SARA LEE/DE INTERNATIONAL B.V.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore -- EXT# 1147

EXAMINER: *JB*
8-29-02

02 AUG 28 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 AUG 28 AM 10:36
DIVISION OF CORPORATION

APPROVED
AND
FILED



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 28, 2002

CSC
NORMA PARRAMORE

SUBJECT: SARA LEE/DE INTERNATIONAL B.V.
Ref. Number: W02000025071

We have received your document for SARA LEE/DE INTERNATIONAL B.V. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 002A00050290

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TALLAHASSEE, FLORIDA

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**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. Sara Lee/DE International B.V. 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. The Netherlands 3. 30178468 company number
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/23/02 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon filing
(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. Vleutenseuaart 100, 3532 AD Utrecht, The Netherlands
(Principal office address)
Sara Lee Corporation, The First National Plaza, Chicago, IL 60602
(Current mailing address)
8. See attached Addendum A
(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)

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TALLAHASSEE, FLORIDA
FILED

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

Karen M. Dyer, Asst. Sec.
(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 Addendum B

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached Addendum B

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Mark Silver / Attorney-in-Fact
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark Silver/Attorney-in-Fact
(Typed or printed name and capacity of person signing application)

Addendum A

SARA LEE/DE INTERNATIONAL B.V. COMPANY PURPOSE

The objects of the Company are

- (a) to manufacture, distribute, market and sell beverages, equipment for dispensing beverages, food products, household products and consumer products of any kind or nature;
- (b) to take holdings in, in other ways to take an interest in, to manage, to finance, to collaborate with and to provide services to other enterprises and companies anywhere in the world;
- (c) to render (corporate) staff services to other enterprises and companies anywhere in the world;
- (d) to take out and grant loans and to provide surety and to guarantee the debts of others;
- (e) to acquire, alienate, encumber, and exploit intellectual and industrial property rights;
- (f) to acquire, alienate, encumber, lease and manage real property and other tangible fixed assets;
- (g) to manage other companies;
- (h) to undertake everything relating to the foregoing in the broadest sense.

In achieving its objective, the Company will pursue a long-term policy in which it will endeavor to promote the interests of the providers of capital, customers, and employees in a balanced manner.

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TALLAHASSEE, FLORIDA

Addendum B

**DIRECTOR
OF
SARA LEE/DE INTERNATIONAL B.V. COMPANY**

SOLE DIRECTOR: DEFACTO B.V.

DIRECTORS OF DEFACTO B.V.

NAME	ADDRESS
Francois Louis Virginie Meysman	Nachtegaallaan 1 2243EL Wassenaar
Adrianus Nuhn	Burgemeester s'Jacoblaan 24 1401BR Bussum
Simon Carwardine Hemus	Brook Green 84 Londen W6 7BD, United Kingdom
Albert Six	Soetendaal 60 1081BP Amsterdam
Herman Gerard Bouwman	Utrechtseweg 62 1213TW Hilversum
Pieter Jan Wijtze Roorda	Reelaan 2 3735KL Bosch en Duin
Robert van der Hoek	Rijksstraatweg 9 2471XE Zwammerdam

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TALLAHASSEE, FLORIDA

The Directors act as the Officers of Sara Lee/DE International B.V. company

POWER OF ATTORNEY

Sara Lee/DE International B.V., a private limited liability company under Dutch law (*'besloten vennootschap met beperkte aansprakelijkheid'*), having its official seat in Joure, its office address at Vleutensevaart 100, 3532 AD Utrecht and registered in the Commercial Register under number 30178468 (the "Grantor"),

hereby grants full power of attorney to:

Mr. Stanley Greanias, of US nationality, passport number 021792176 and residing at 1109 Barberry Court, Downers Grove, IL 60515, United States of America

and

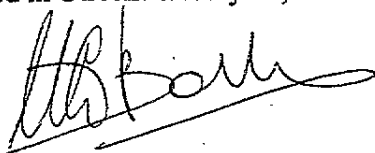
Mr. Mark Silver, of US nationality, passport number 701448456 and residing at 2053 N. Clifton, Unit 2, Chicago, IL 60614, United States of America

to, on behalf of the Grantor, separately or jointly:

sign and execute the required certificates of authority and other similar documents relating to the Grantor transacting business in all relevant states within the United States of America, file such documents with the relevant authorities in such states, and to do all such things any of the attorneys-in-fact may deem necessary in respect of the above.

This power of attorney shall be governed by Dutch law and shall remain valid for the period until August 30, 2002.

Signed in Utrecht on July 29, 2002.



Sara Lee/DE International B.V.

On behalf of: Defacto B.V.

By: H.G. Bouwman

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 AUG 28 PM 1:23

File number: 30178468

Page 00001

English translation of an extract from the commercial register of the Chamber of Commerce and Industries for Utrecht en omstreken

Legal person:

Legal form : Besloten Vennootschap (Private Limited Liability Company)
 Name : Sara lee/DE International B.V.
 Statutory seat : Joure
 First registration in the commercial register : 24-01-2002
 Incorporation deed : 23-01-2002
 Deed of latest amendment of articles : 23-07-2002
 Authorized capital : EUR 50.000.000,00
 Issued capital : EUR 10.000.000,00
 Paid up capital : EUR 10.000.000,00

Undertaking:

Tradenam(e)s : Sara Lee/DE International B.V.
 Address : Vleutensevaart 100, 3532AD Utrecht
 Mailing address : Postbus 2, 3500CA Utrecht
 Telephone number : 030-2927311
 Date of establishment : 23-01-2002
 Description of business conducted : See Dutch extract
 Employees : 0

Single shareholder:

Name : Sara Lee/DE US LLC / 4
 Address : 9 East Loockerman Street 19901 C.of Dover, Delaware, County of Kent, United States of America

Single shareholder since : 28-06-2002

Director(s):

Name : Defacto B.V. / 3
 Address : Vleutensevaart 100, 3532AD Utrecht
 Registration commercial register under number : 30055826
 Date of entry into office : 23-01-2002
 Title : directeur

26,00 13-08-2002

Page 00002 follows.



KAMER VAN KOOPHANDEL
UTRECHT

File number: 30178468

Page 00002

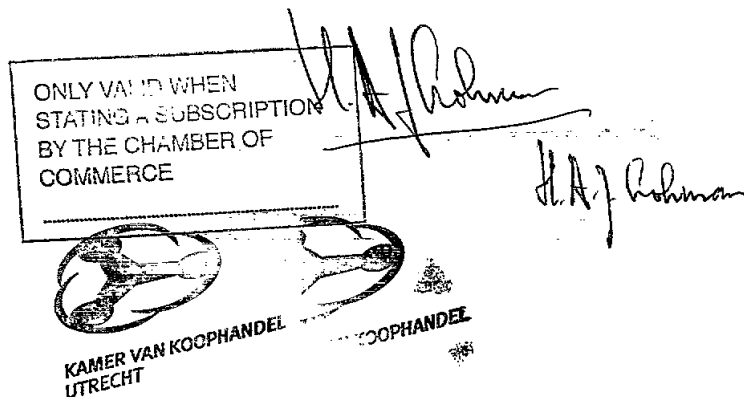
Powers :Solely/independently authorised
Date of (present) represen-
tative authority :23-01-2002

Supervisory director(s):
Name :McMillan, Charles Steven / 5
Date and place of birth :10-12-1945, Tyler, Texas, United States of
America
Address :Lake Shore Drive 229 e, UNIT9W IL.60611.....
Chicago, United States of America
Date of entry into office :23-07-2002

Issued by the chamber of commerce

30,00

Utrecht, 13-08-2002



KAMER VAN KOOPHANDEL EN FABRIEKEN VOOR UTRECHT EN OMSTREKEN



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

Country: The Netherlands
This public document

2. has been signed by
H.A.J. Lohman
3. acting in the capacity of:
servant of the chamber of commerce
4. bears the seal/stamp of:
--

Authenticated

5. at UTRECHT 6. on August 19, 2002
7. by the clerk of the District Court
of Utrecht

8. no. 02/922

9. Stamp

10. Signature

A. Piszar-Cabo

