

F02000005916

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:



100009166261

11/27/02--01005--008 \*\*70.00

Office Use Only  
RECEIVED  
02 NOV 26 PM 3:30

20-2-11  
11-27-02

APD  
FBI  
11/27/02 PM 1:08

CT CORPORATION SYSTEM

November 26, 2002

Secretary of State, Florida  
409 East Gaines Street  
N/A  
Tallahassee FL 32399

Re: Order #: 5730778 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Agrilink Foods, Inc. (DE)  
Qualification  
Florida

File 2<sup>nd</sup>

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Melanie S Strickland  
Fulfillment Specialist  
Melanie\_Strickland@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

AND  
FILED  
NOV 26 PM 1:08  
2002  
TALLAHASSEE, FL  
CLERK OF COURT  
JAMES L. HARRIS

**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. Agrilink Foods, 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. Delaware

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

3. 16-0845824

(FEI number, if applicable)

4. 08/19/2002

(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. PO Box 20670, Rochester, NY 14602-0670

(Principal office address)

same

(Current mailing address)

8. Food processor/Sales

(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

(City)

, 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.*

By: MARCEY K. SMITH

C T Corporation System

(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 ATTACHMENT

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: SEE ATTACHMENT

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. Timothy Benjamin

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

14. Timothy Benjamin, Vice President

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



*Board of Directors & Corporate Officers*

<u>NAME</u>	<u>ADDRESS</u>	<u>TELEPHONE</u>
Benjamin, Timothy <sup>(1)</sup> Vice President - Tax and Cash Management	Agrilink Foods, Inc. # 38 Wenham Lane Pittsford, NY 14534	585-264-3142
Call, Peter Director	7885 Lewiston Road Batavia, NY 14020	585-343-1026
Caughran, Carl <sup>(1)</sup> Executive Vice President Operations	Agrilink Foods, Inc. # 5756 Lagoon Lane NW Gig Harbor, WA 98335	253-383-1621
Clark, John <sup>(1)</sup> Executive Vice President Logistics	Agrilink Foods, Inc. # 3947 Norway Court Pulaski, WI 54162	920-435-5301
Fox, Bruce Director	N.J. Fox & Sons 40 Second Street Shelby, MI 49455	616-861-2146
Frega, Bernhard <sup>(1)</sup> Executive VP Sales and Marketing	Agrilink Foods, Inc. # 5 Morning View Drive Fairport, NY 14450-9547	585-383-1850
Fuhrmann, Charles <sup>(1)</sup> Vice President - Research and Development	Agrilink Foods, Inc. # 4332 Cobblestone Ct. Greenbay, WI 54313	920-435-5301

APPROVED  
AND  
FILED  
JUN 26 PM 1:08  
JUL 1 1992  
FBI - NEW YORK

<u>NAME</u>	<u>ADDRESS</u>	<u>TELEPHONE</u>
Iwanicki, Stanley <sup>(1)</sup> Vice President – Food Safety and Environmental Affairs	Agrilink Foods, Inc. # 27 Falcon Trail Pittsford, NY 14534	585-264-3193
Hooper, David Director	Vestar Capital Partners 245 Park Avenue, 41 <sup>st</sup> Floor New York, NY 10167-4098  1991 Broadway Apt. #23A New York, NY 10023	212-351-1614
Kennedy, Tim <sup>(1)</sup> General Manager Tim's Cascade	Agrilink Foods, Inc. # PO Box 1081 Puyallup, WA 98371	253-833-0255
Mehalick, David <sup>(1)</sup> Assistant Secretary	Harris Beach LLP 99 Garnsey Road Pittsford, NY 14534 # 345 Thayer Road Fairport, NY 14450	585-383-1850
Melwani, Prakash Director	Vestar Capital Partners 245 Park Avenue, 41 <sup>st</sup> Floor New York, NY 10167-4098  876 Park Avenue Apt. #11S New York, NY 10021	212-351-1607
Mullen, Dennis <sup>(1)</sup> Chief Executive Officer President Chairman of the Board	Agrilink Foods, Inc. # 15 Merry Creek Crossing Pittsford, NY 14534	585-383-1850
Nelson, Linda <sup>(1)</sup> Vice President and Controller	Agrilink Foods, Inc. # 590 Eleanor Road Victor, NY 14564	585-264-3171

APPROVED  
AND  
FILED  
02 NOV 26 PM 1:08  
CLERK OF THE COURT  
CLERK OF THE COURT  
CLERK OF THE COURT

<u>NAME</u>	<u>ADDRESS</u>	<u>TELEPHONE</u>
O'Connell, Daniel Director	Vestar Capital Partners 245 Park Avenue, 41 <sup>st</sup> Floor New York, NY 10167-4098  16 Rock Ridge Avenue Greenwich, CT 06831-4401	212-351-1601
Ostrander, Gregg Director	Michael Foods, Inc. 401 Carlson Parkway Suite 300 Minnetonka, MN 55305  21520 Fairview Street Greenwood, MN 55331	952-258-4000
Pico, David <sup>(1)</sup> Vice President MIS	Agrilink Foods, Inc. # 306 Tumbleweed Pittsford, NY 14534	585-383-1850
Powers, Earl <sup>(1)</sup> Executive Vice President Chief Financial Officer Secretary	Agrilink Foods, Inc. # 9 Sheffield Court Victor, NY 14564	585-264-3190
Ratzan, Brian Director	Vestar Capital Partners 245 Park Avenue, 41 <sup>st</sup> Floor New York, NY 10167-4098  1365 York Avenue Apt. #32C New York, NY 10021	212-351-1611
Ray, David (1) General Manager Snyder/Husman	Agrilink Foods, Inc. # 890 Overlook Drive Somerset, PA 15501	814-267-4641

APPROVED  
AND  
SIGNED  
02/10/26 PM 1:08  
SECRETARY  
ALAN S. S. S. S. S.

<u>NAME</u>	<u>ADDRESS</u>	<u>TELEPHONE</u>
Roach, Ronald C. <sup>(1)</sup> Vice President - Procurement	Agrilink Foods, Inc. # 85 Oliver Street Rochester, NY 14607	585-383-1850
Roberts, Kent <sup>(1)</sup> Vice President - Operational Development	Agrilink Foods, Inc. # 5619-68 <sup>th</sup> Ave Ct., W Tacoma, WA 98467	585 383-3419
Slizewski, Bea <sup>(1)</sup> Vice President - Corporate Communications	Agrilink Foods, Inc. # 1041 Harvard Street Rochester, NY 14610	585-264-3189
Warlick-Jarvie, Lois <sup>(1)</sup> Vice President - Human Resources	Agrilink Foods, Inc. # 29 Chorleywood Court Mendon, NY 14506	585-264-3188
Wright, Stephen <sup>(1)</sup> Executive Vice President - Investor Relations	Agrilink Foods, Inc. # 586 Eleanor Road Victor, NY 14564	585-264-3186

Revised 10/02

<sup>(1)</sup> Agrilink Foods, Inc.  
90 Linden Oaks  
Rochester, NY 14625

FILED  
02 NOV 26 PM 1:08  
STOCK MARKET  
1401 ANN STREET, FORT WORTH, TX 76102



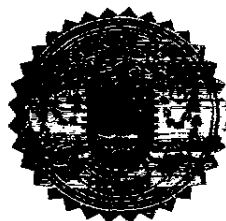
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AGRILINK FOODS, INC." 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 THIRTY-FIRST DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3553568 8300

AUTHENTICATION: 2064449

020672447

DATE: 10-31-02