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DIVISION OF CORPORATIONS
08 FEB 17 AM 8:00 FEB 14 PM 1:30
TALLAHASSEE, FLORIDA

CT CORPORATION

February 14, 2003

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

Re: Order #: 5747153 WO
Customer Reference 1: Corporate Structure
Customer Reference 2: Morningstar Qual

Dear Secretary of State, Florida:

Please file the attached:

Morningstar Foods Inc. (DE)
Qualification
Florida

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,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

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

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03 FEB 14 PM 4:55
DIVISION OF CORPORATIONS

**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. Morningstar 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 3. 75-2218815
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 03/14/1988 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 01/01/2003
(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
(Current mailing address)
8. Manufacture and distribution of milk related products.
(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
(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.

Marla Ozaeta
Vice President

By: Marla Ozaeta
(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.

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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: _____

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

13. _____

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

14. Lisa N. Tyson, Vice President

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

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Morningstar Foods Inc. (1185655096)
Directors

Board	Director	Title	Elected	Employee	resigned
BOARD OF DIRECTORS	Goolsby, Michelle P.	DIRECTOR		Yes	

off

Name	Title	Appointed	Date Reappointed
Graffunder, Herman	President	02/19/1999	05/31/2002
Hillin, Jr., Samuel E	Senior Vice President-Operations	02/19/1999	05/31/2002
Miller, Craig V	Vice President and Chief Financial Officer	05/19/2000	05/31/2002
O'Brien, Terrence	Senior Vice President-Sales	08/01/2001	05/31/2002
Purdy, Toby	Senior Vice President-Marketing	10/13/1999	05/31/2002
Baird, Lawrence M	Corporate Controller	05/19/2000	05/31/2002
Fromberg, Barry A.	Vice President	08/01/1998	05/31/2002
Goolsby, Michelle P.	Vice President and Secretary	08/01/1998	05/31/2002
Tyson, Lisa N	Vice President and Assistant Secretary	05/19/2000	05/31/2002
Miro, Angela B	Assistant Secretary	08/01/1998	05/31/2002

The address for ALL of the above officers + Directors is:
 2515 McKinney Avenue, Suite 1200, Dallas, TX 75201

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Delaware

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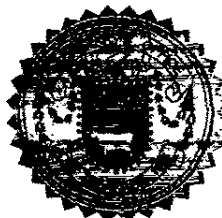
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MORNINGSTAR 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 ELEVENTH DAY OF FEBRUARY, A.D. 2003.

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.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2252949

DATE: 02-11-03