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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : DEL MONTE FRESH PRODUCE COMPANY
Account Number : 120000000225
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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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FOREIGN PROFIT QUALIFICATION

TRICONT HOLDING COMPANY

Certificate of Status	0
Certified Copy	0
Page Count	02 04
Estimated Charge	\$70.00

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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. TRICONT HOLDING 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. applied for

(FEI number, if applicable)

4. 04/10/2003

(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. 241 Sevilla Avenue, Coral Gables, Florida 33134

(Principal office address)

P.O. Box 149221, Coral Gables, FL 33114-9221

(Current mailing address)

8. All Lawful purposes

(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/o CT 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.

**BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY**

Barbara A. Burke

(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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ALACHUA COUNTY

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

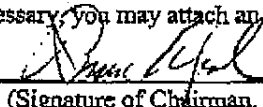
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Bruce A. Jordan, Vice President, General Counsel & Secretary
(Typed or printed name and capacity of person signing application)

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MILWAUKEE, FLORIDA

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**TRICONT HOLDING COMPANY
LIST OF OFFICERS/DIRECTORS**

Name	Title	Address
Hani El-Naffy	Director / President	241 Sevilla Avenue Coral Gables, Florida 33134
John F. Inerra	Director / Executive Vice President & CFO	241 Sevilla Avenue Coral Gables, Florida 33134
Sergio Mancilla	Director/ Senior Vice President, Shipping	241 Sevilla Avenue Coral Gables, Florida 33134
Bruce A. Jordan	Vice President, General Counsel & Secretary	241 Sevilla Avenue Coral Gables, Florida 33134
Douglas Schreiber	Vice President, Traffic & Logistics	241 Sevilla Avenue Coral Gables, Florida 33134
Peter M. Thompson	Treasurer & Assistant Secretary	241 Sevilla Avenue Coral Gables, Florida 33134

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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 "TRICONT HOLDING 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 TWENTY-THIRD DAY OF APRIL, A.D. 2003.

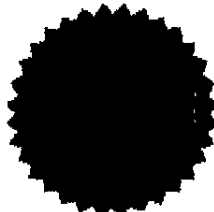
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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CLERK OF COURTS

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2379247

DATE: 04-23-03