

F04000003506

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000129268 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

*Please keep 6/18/04 as
file date Thanks. Brigham
CT Corp
Blocking entry should be withdrawn*

FOREIGN PROFIT QUALIFICATION

International Multifoods Corporation

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

FILED
04 JUN 18 AM 9:28
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

*JB
6-22-04*

JUN-21-2004 15:08

CT CORPORATION

P.02/06



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 21, 2004

CT CORPORATION SYSTEM

SUBJECT: INTERNATIONAL MULTIFOODS CORPORATION
REF: W04000023721

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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

FAX Aud. #: H04000129268
Letter Number: 904A00040924

FILED

04 JUN 18 AM 9:28

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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. International Multifoods Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. Pending
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 03/05/2004 5. Perpetual
(Date of incorporation) (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. Strawberry Lane, Orrville, OH 44667-0280
(Principal office address)

same
(Current mailing address)

8. Holding company to acquire a food manufacturing business.
(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: CT Corporation System

Office Address: c/o CT Corporation System, 1200 South Pine Island

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.

CT Corporation System

By: Charlotte Renee Cook
(Registered agent's signature)
Charlotte Renee Cook, Inc., Secretary

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:

FILED
04 JUN 18 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS SEE ATTACHMENTChairman: Timothy P. SmuckerAddress: Strawberry LaneOrrville, OH 44667-0280

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS SEE ATTACHMENTPresident: Richard K. SmuckerAddress: Strawberry LaneOrrville, OH 44667-0280Vice President: Fred A. DuncanAddress: Strawberry LaneOrrville, OH 44667-0280Secretary: M. Ann HarlanAddress: Strawberry Lane Orrville, OH 44667-0280Treasurer: Mark R. BelgysAddress: Strawberry Lane Orrville, OH 44667-0280FILED
04 JUN 18 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

13. 
(Signature of Director or Officer listed in number 12 of the application)14. Richard K. Smucker, President
(Typed or printed name and capacity of person signing application)

Attachment to Florida
Officers & Directors

-
- | | | |
|----|-------------------|--------------------|
| 1. | Full Name: | Timothy P. Smucker |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Chairman |
| | Director's Title: | Chairman |
| | Business Address: | Strawberry Lane |
| | City: | Orrville |
| | State: | OH |
| | ZIP Code: | 44667-0280 |
| 2. | Full Name: | Richard K. Smucker |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | President |
| | Business Address: | Strawberry Lane |
| | City: | Orrville |
| | State: | OH |
| | ZIP Code: | 44667-0280 |
| 3. | Full Name: | Fred A. Duncan |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Vice President |
| | Business Address: | Strawberry Lane |
| | City: | Orrville |
| | State: | OH |
| | ZIP Code: | 44667-0280 |
| 4. | Full Name: | Vincent C. Byrd |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Vice President |
| | Business Address: | Strawberry Lane |
| | City: | Orrville |
| | State: | OH |
| | ZIP Code: | 44667-0280 |
| 5. | Full Name: | M. Ann Harlan |
| | Officer/Director: | Officer |
| | Officer's Title: | Secretary |
| | Business Address: | Strawberry Lane |
| | City: | Orrville |
| | State: | OH |
| | ZIP Code: | 44667-0280 |
| 6. | Full Name: | Mark R. Belgys |
| | Officer/Director: | Officer |
| | Officer's Title: | Treasurer |
| | Business Address: | Strawberry Lane |
| | City: | Orrville |
| | State: | OH |
| | ZIP Code: | 44667-0280 |

FILED
04 JUN 18 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

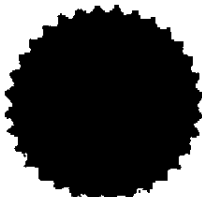
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNATIONAL MULTIFOODS CORPORATION" 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 EIGHTEENTH DAY OF JUNE, A.D. 2004.

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

3771255 0300

040450305



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3179041

DATE: 06-18-04