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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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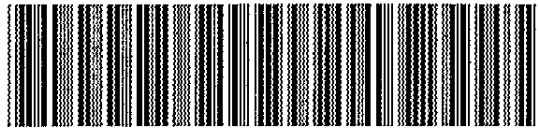
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ConAgra Foods Packaged Foods Company, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Patrick J. Straka  
(Name of Person)  
McGrath North Mullin & Kratz, PC LLO  
(Firm/Company)  
Suite 3700, 1601 Dodge Street  
(Address)  
Omaha, Nebraska 68102  
(City/State and Zip code)

For further information concerning this matter, please call:

Patrick J. Straka at ( 402 ) 341-3070  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$70.00 Filing Fee	\$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy	\$87.50 Filing Fee, Certificate of Status & Certified Copy
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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. ConAgra Foods Packaged Foods Company, Inc.

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

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

2. Delaware

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

3. \_\_\_\_\_

(FEI number, if applicable)

4. May

26, 2004

(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.)

One ConAgra Drive

7. Omaha, NE 68102

(Principal office address)

(Current mailing address)

To engage in any act or activity for which corporations may be organized.

8. \_\_\_\_\_

(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: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.*

The Prentice-Hall Corporation System, Inc.

By: Patricia Ryan

(Registered agent's signature)

Assistant Vice President

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:**

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**A. DIRECTORS**

Chairman: See attached officers/directors rider

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

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

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

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

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

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

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

**B. OFFICERS**

President: See attached officers/directors rider

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. Debra L. Keith

(Signature of Director or Officer listed in number 12 of the application)

14. Debra L. Keith, Vice President

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

## **Directors / Officers Report**

As of 6/22/2004

### **ConAgra Foods Packaged Foods Company, Inc.**

#### **Directors**

---

<b>John F. Gehring</b>	<b>Director</b>
Primary Address:	ConAgra Foods, Inc. Nine ConAgra Drive Omaha, Nebraska 68102-5001 (United States)
<b>Owen C. Johnson</b>	<b>Director</b>
Primary Address:	ConAgra Foods, Inc. One ConAgra Drive Omaha, Nebraska 68102-5001 (United States)
<b>Scott E. Messel</b>	<b>Director</b>
Primary Address:	ConAgra Foods, Inc. One ConAgra Drive Omaha, Nebraska 68102-5001 (United States)

#### **Officers**

<b>Dwight J. Goslee</b>	<b>President</b>
Primary Address:	ConAgra Foods, Inc. One ConAgra Drive Omaha, Nebraska 68102-5001 (United States)
<b>Debra L. Keith</b>	<b>Vice President, Tax</b>
Primary Address:	ConAgra Foods, Inc. One ConAgra Drive Omaha, Nebraska 68102-5001 (United States)
<b>Allan B. Lutz</b>	<b>Vice President</b>
Primary Address:	ConAgra Foods - Foodservice Company Nine ConAgra Drive Omaha, Nebraska 68102 (United States)
<b>Scott E. Messel</b>	<b>Vice President, Treasurer and Secretary</b>
Primary Address:	ConAgra Foods, Inc. One ConAgra Drive Omaha, Nebraska 68102-5001 (United States)
<b>Dennis F. O'Brien</b>	<b>Vice President</b>
Primary Address:	ConAgra Grocery Products Company 3353 Michelson Drive Irvine, California 92612 (United States)

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## **Directors / Officers Report**

As of 6/22/2004

### **ConAgra Foods Packaged Foods Company, Inc.**

**Anthony M. Sanders**

**Vice President**

Primary Address: ConAgra Foods, Inc.  
Eleven ConAgra Drive  
Omaha, Nebraska 68102-5001 (United States)

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# Delaware

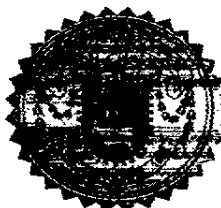
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONAGRA FOODS PACKAGED FOODS COMPANY, 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 SEVENTH DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONAGRA FOODS PACKAGED FOODS COMPANY, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF MAY, A.D. 2004.

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



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3155866

DATE: 06-07-04