

Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FOREIGN PROFIT QUALIFICATION

T.W.F. AMERICA, INC.

Certificate of Status	0
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DIVISION OF CORPORATION

SECRETARY OF STATE
TALLAHASSEE FLORIDA

05 APR 27 AM 8:58

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WR 04/28/05

4p

**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. T.W.F. America, 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 3. 20-2726695
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 05/08/00 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. T.W.F. Parc De La Cote Joire, 44 A 49, Avenue De La Maxne, BP154-59444 Wasquehal
(Principal office address) Cedex, FRANCE

Same
(Current mailing address)

8. import/export of food products, international distribution, sales/marketing of same
(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.

Corporation Service Company

By: Anthony E. Mackay, 1st Sec. CSC
(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:

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NO. 2510 P. 3

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A. DIRECTORSChairman: Alain MoronAddress: 44 A 48, Avenue De La Marne, B.P. 154B.P. 154 - 59444 Wasquehal Cedex, France

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: Alain MoronAddress: 44 A 48, Avenue De La Marne, B.P. 154B.P. 154 - 59444 Wasquehal Cedex, France~~Vice President~~ Assistant Secretary - Thomas P. McMenaminAddress: 203 North LaSalle, Suite 2500Chicago, IL 60601Secretary: Alain MoronAddress: 44 A 48, Avenue De La Marne, B.P. 154~~President~~ B.P. 154 - 59444 Wasquehal Cedex, France

Address: _____

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. _____

Alain Moron, President

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

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Delaware

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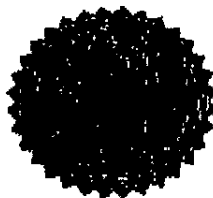
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "T.W.F. AMERICA, 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 TWENTY-FIFTH DAY OF APRIL, A.D. 2005.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3834388

DATE: 04-25-05

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