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FOREIGN PROFIT/NONPROFIT CORPORATION

Hickory Farms Holding Corp.

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6/25/07

**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. HICKORY FARMS HOLDING CORP.

(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. 26-0345042

(FEI number, if applicable)

4. JUNE 11, 2007

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification.

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

7. 1505 Holland Road, P.O. Box 219, Maumee, OH 43537

(Principal office address)

1505 Holland Road, P.O. Box 219, Maumee, OH 43537

(Current mailing address)

8. Any and 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 NOT acceptable)

Name: **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.

Caine Bayne

COANE BRYAN
SPECIAL ASSISTANT SECRETARY

(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

DIRECTOR **John J. Langdon**

Address: **1505 Holland Road, P.O. Box 219, Maumee, OH 43537**

Vice Chairman:

Address:

Director: **Clarence E. Terry**

Address: **5200 Town Center Circle, Suite 470, Boca Raton, FL 33486**

Director: **F. Dixon McElwee, Jr.**

Address: **5200 Town Center Circle, Suite 470, Boca Raton, FL 33486**

B. OFFICERS

President: **See attached list.**

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.

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

14.

Michael J. McConvery, Vice President and Assistant Secretary

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

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HICKORY FARMS HOLDING CORP.
DIRECTORS AND OFFICERS

DIRECTORS:

<u>Name:</u>	<u>Address:</u>
John J. Langdon	1505 Holland Road, Maumee, OH 43537
Clarence E. Terry	5200 Town Center Circle, Suite 470, Boca Raton, FL 33486
F. Dixon McElwee, Jr.	5200 Town Center Circle, Suite 470, Boca Raton, FL 33486

OFFICERS:

Address for following officers: 1505 Holland Road, Maumee, OH 43537

<u>Name:</u>	<u>Title:</u>
John J. Langdon	CEO and President
Gary Swartzbeck	CFO, Secretary and Treasurer

Address for following officers: 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486

<u>Name:</u>	<u>Title:</u>
Clarence E. Terry	Vice President
Jason Neimark	Vice President
F. Dixon McElwee, Jr.	Vice President & Asst. Secretary
Scott W. Edwards	Vice President & Asst. Secretary
Michael J. McConvery	Vice President & Asst. Secretary
Mark Hajduch	Vice President & Asst. Secretary
Melissa Klafter	Vice President & Asst. Secretary

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Delaware

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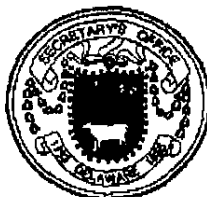
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HICKORY FARMS HOLDING CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JUNE, A.D. 2007.

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
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DATE: 06-19-07