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Division of Corporations

Fax Number : (850)617-6381

From:

Account Name : C T CORPORATION SYSTEM

Account Number : FCA000000023 : (850)222-1092 Phone : (850)878-5368 Fax Number

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12mmil	Address:			
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#### FOREIGN PROFIT/NONPROFIT CORPORATION

Premium Foods Acquisition, Inc.

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

E Burch JUN 2 1 2011

6/20/2011

### APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

			77.
Premium Foods Acq	-		
(Enter name of corpo "Inc.," "Co.," "Corp."	ration; must include "INCORPORATI ' "Inc," "Co," or "Corp,")	ED," "COMPANY," "CORPORATION,"	
(If name unavailable	in Florida, enter alternate corporate na	une adopted for the purpose of transacting business in Flori	ida)
Delaware		3, 45-2546718	通過
State or country unde	er the law of which it is incorporated)	(FEI number, if applicable)	
June 13, 2011	·	g Perpetual	
(Date of it	ncorporation)	(Duration: Year corp. will cease to exist or "perpetua	l'')
Upon qualification			
		as in Florida, if prior to registration) 7.1502, F.S., to determine penalty liability)	<del></del>
5200 Town Center Cit	rcle, Suite 600		
· · · · · · · · · · · · · · · · · · ·	(Principal office a	address)	
Boca Raton, FL 3348	36		
	(Current mailing a	address)	
Profitor			
Holding company			<del></del>
/bs	corporation authorized in home state of	r country to be carried out in state of Florida)	
(Purpose(s) of			
	dress of Florida registered agent: (	P.O. Box NOT acceptable)	
Name and street add	dress of Florida registered agent: () C T Corporation System	P.O. Box NOT acceptable)	
Name and street add	C T Corporation System	P.O. Box NOT acceptable)	
Name and street add		P.O. Box NOT acceptable)	
Name and street add	C T Corporation System 1200 South Pins Island Road Plantation	, Florida33324	
Name and street add	C T Corporation System 1200 South Pine Island Road	P.O. Box NOT acceptable)	
Name and street add Name:  Fice Address:  Registered agent's ving been named assignated in this apporting to complete to complete to complete agree agree to complete agree to complete agree agree to complete agree to complete agree ag	C T Corporation System  1200 South Pine Island Road  Plantation (City)  's acceptance: s registered agent and to accept selication, I hereby accept the appoint by with the provisions of all statute	Florida 33324 (Zip code)  wrvice of process for the above stated corporation at the interest as registered agent and agree to act in this cases relative to the proper and complete performance of	apacity. I
Name and street add Name:  Fice Address:  Registered agent's ving been named assignated in this apporting to complete to complete to complete agree agree to complete agree to complete agree agree to complete agree to complete agree ag	CT Corporation System  1200 South Pine Island Road  Plantation  (City)  s acceptance: s registered agent and to accept selication, I hereby accept the appoint with the provisions of all statute and accept the obligations of my	Florida 33324 (Zip code)  wrvice of process for the above stated corporation at the interest as registered agent and agree to act in this cases relative to the proper and complete performance of	apacity. I
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under the law of which it is incorporated.

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

Chairman: [SEE ATTACHED EXHIBIT A]	
Address:	三
Vice Chairman:	
Address:	
Director:	कृति र
Address:	
Director:	
Address:	
President: [SEE ATTACHED EXHIBIT A]  Address:	
/ice President:	
Address:	
ecretary:	
Address:	
roasurer:	
address:	
IOTIR- 16	lication listing additional officers and/or directors.
OLE: If necessary, you may accer an augendum to the app	<u> </u>

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

# Exhibit A to Application for Authorization to Transact Business in Florida of Premium Foods Acquisition, Inc.

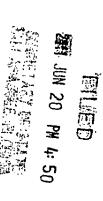
Directors:

Jared Wien 100 Park Avenue, 33rd Floor New York, NY 10017

Officers:

Jared Wien, Vice President and Assistant Secretary 100 Park Avenue, 33rd Floor New York, NY 10017

Mark Brody, Vice President and Assistant Secretary 5200 Town Center Circle, Suite 600 Boca Raton, FL 33486



## Delaware

PAGE 1

### The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PREMIUM FOODS ACQUISITION, 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 TWENTIETH DAY OF JUNE, A.D. 2011.

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

JUN 20 PH 4: 50

4996084 8300

DATE: 06-20-11

AUTHENTYCATION: 8844835

110738431