

F93000001959
agrilINK FOODS

A processing and marketing cooperative

April 20, 1999

300002877763--6
-05/17/99--01128--001
*****35.00 *****35.00

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Dean Foods Vegetable Company - F93000001959
Merger of Dean Foods Vegetable Company into Agrilink Foods, Inc.

Dear Sir or Madam,

To reflect the September 1998 merger of Dean Foods Vegetable Company into Agrilink Foods, Inc., we are enclosing:

1. Application for Withdrawal to do business in Florida for Dean Foods Vegetable Company
2. Check payable to Florida Dept. of State for \$35 to cover the filing fee.

Please adjust your records to indicate that as a result of this merger Dean Foods Vegetable Company is discontinuing its registration with Florida and will no longer file Annual Reports.

If you have any questions, please contact me at (716) 264-3179.

Sincerely yours,

Sarah W. Helmers

Sarah W. Helmers
Tax Accountant

Withdn.

MAY 25 1999

JF

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

DEAN FOODS VEGETABLE COMPANY

(Name of Corporation)

WISCONSIN

(Incorporated Under Laws Of)

FILED
99 MAY 17 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

CT CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD

(Mailing Address)

PLANTATION, FLORIDA 33324

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Timothy Benjamin

Signature

5/3/99

Date

Timothy Benjamin

Typed or printed name

V.P.

Title