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WITHDRAWAL OF FOREIGN CORPORATION

INTERBAKE FOODS INC.

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

INTERBAKE FOODS INC.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

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 for the corporation:

c/o INTERBAKE FOODS LLC
2821 Emerywood Parkway, Suite 210, Richmond, Virginia 23294

(Mailing Address)

(City/ State /Zip)

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

Paul M. Desjardins

Signature of the chairman or vice chairman of the board,
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Secretary

Title

Paul M. DesJardins

Typed or printed name

1-20-2004

Date