

F9500004798



ConAgra, Inc.
Corporate Tax Department
One ConAgra Drive
Omaha, NE 68102-5001
Phone: (402) 595-4000
Fax: (402) 595-4711

Corporate Headquarters

April 4, 1997

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

000002136970--7
-04/08/97--01130--001
*****35.00 *****35.00

RE: GOLDEN VALLEY MICROWAVE FOODS, INC.

Enclosed for filing are the documents identified below:

<input type="checkbox"/> Incorporation	<input type="checkbox"/> Merger
<input type="checkbox"/> Qualification	<input type="checkbox"/> A. Domestic
	<input type="checkbox"/> B. Foreign
<input type="checkbox"/> Change of Agent/Office	<input type="checkbox"/> Dissolution
<input type="checkbox"/> A. Domestic	<input type="checkbox"/> A. Statement of Intent
<input type="checkbox"/> B. Foreign	<input type="checkbox"/> B. Cert. of Dissolution
<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> X Withdrawal
<input type="checkbox"/> A. Domestic	
<input type="checkbox"/> B. Foreign	<input type="checkbox"/> Other

Kindly send evidence to the undersigned. If there are any problems, please call collect at the following number: (402) 595-4553.

Sincerely,

CONAGRA, INC.

Karen Kahn
Tax Assistant
Corporate Tax Dept. CC-361

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -8 AM 10:12
W. H. H. H.
APR 10 1997

SPECIAL INSTRUCTION: Enclosed for filing is our Application for Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida and our check in the amount of \$35.

Feeding People Better

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

Golden Valley Microwave Foods, Inc.

(Name of Corporation)

Minnesota

(Incorporated Under Laws Of)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -8 AM 10:12

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.

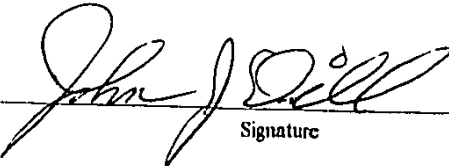
One ConAgra Drive, CC-361

(Mailing Address)

Omaha, NE 68102-5001

(City/State/Zip)

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



Signature

Vice President, Tax

Title

John J. Dill

Typed or printed name

3/20/97

Date