

F95000004798

1200 HAYS STREET

800-342-8086

CSC networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 697515 86901M

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : October 3, 1995

ORDER TIME : 2:52 PM

ORDER NO. : 697515

CUSTOMER NO: 86901M

200001600502
-10/05/95--01003--010
*****70.00 *****70.00

CUSTOMER: Ms. Cynthia Walker
Prentice Hall Legal &
33north LaSalle Street
Suite 1925
Chicago, IL 60602

FOREIGN FILINGS

NAME: GOLDEN VALLEY MICROWAVE FOODS,
INC.

XX PROFIT
NON-PROFIT

CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 OCT -5 PM 6:37

FILED

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Golden Valley Microwave Foods, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Minnesota 3. 41-1334083
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/1/78 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist by "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. One ConAgra Drive, CC-361
Omaha, NE 68102-5001
(Current mailing address)

8. Sale and distribution of food products.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:
The Prentice-Hall Corporation
Name: System, Inc.
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

The Prentice-Hall Corporation System, Inc.

By: Michael Donovan Asst. Secretary
(Registered agent's signature)

Michael Donovan, Asst. Secy.

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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

John J. Dill, Vice President, Tax
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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GOLDEN VALLEY MICROWAVE FOODS, INC.
A Minnesota Corporation

OFFICERS:

President

Jack McKeon 7450 Metro Blvd. Edina, MN 55439-3038
476-48-6361

**Senior Vice President, Risk
Officer & Corporate Secretary**

L.B. Thomas 7813 Pierce Street Omaha, NE 68124
506-42-0667

Vice President, Tax

John J. Dill 326 South 124th St. Omaha, NE 68154
480-42-3040

**Executive Vice President,
CFO & Treasurer**

Joseph S. Cieslowski 2001 Franklin Avenue Minneapolis, MN
7450 Metro Blvd.

**Executive Vice President,
Secretary, General Counsel**

Richard J. Moen 15750 Rockford Road Plymouth, MN 55446
397-50-1250

Assistant Secretary

Sue E. Badberg 4629 Capitol Avenue Omaha, NE 68132
505-64-9392

DIRECTORS:

Philip B. Fletcher 11364 Williams Plaza Omaha, NE 68152
077-26-8301

Ken DiFonzo 16646 Howard Circle Omaha, NE 68118
351-46-9766

L.B. Thomas 7813 Pierce Street Omaha, NE 68124
506-42-0667

James D. Watkins 15270 Fish Point Road Prior Lake, MN 55372
475-52-4015

Jack McKeon 7450 Metro Blvd. Edina, MN 55439-3038
476-48-6361

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

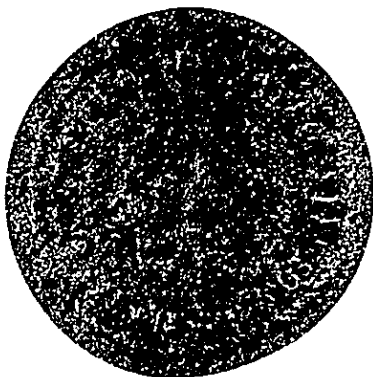
Name: Golden Valley Microwave Foods, Inc.

Date Formed: 09/01/1978

Chapter Governed By: 302A

This certificate has been issued on 10/02/95.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Joan Anderson Grove
Secretary of State.

F 95000004798

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"/> 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

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.

**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.

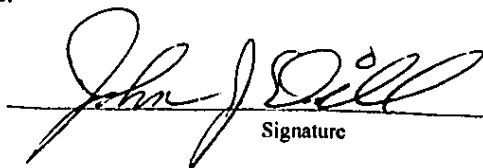
One ConAgra Drive, CC-361

(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