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MCDERMOTT, WILL & EMERY

A Partnership Including
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October 12, 1995

312/ 984-3246

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800001613588
-10/18/95--01024--008
*****70.00 *****70.00

Ladies/Gentlemen:

Enclosed on behalf of the corporations named are
following instruments to be filed in the order listed:

Standard Foods, Inc., a Kentucky corporation

1. Two copies of Application for Withdrawal; and
2. Check for \$35 in payment of fees.

Standard Foods Incorporated, a Delaware corporation

1. Two copies Application for Certificate of Authority;
2. Certificate of existence from Delaware; and
3. Check for \$70 in payment of fees.

Please file the foregoing documents with your office and
return confirmations of filings to my attention at the address
shown above.

If you have any questions regarding the enclosures, please do
not hesitate to contact me.

Very truly yours,

Irma Zemaite
Irma Zemaite
Legal Assistant

Enc.

123813\034\10COR122.006

95 OCT 13 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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95 OCT 13 AM 9:31
DIVISION OF CORPORATIONS
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**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. Standard Foods Incorporated

(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. Delaware

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. August 28, 1995

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "Perpetual")

6. Upon qualification

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

7. 1101 East Washington Street

Louisville, Kentucky 40204

(Current mailing address)

8. Food processing

(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:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

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.

By: *Patricia A. Senter*

(Registered agent's signature)

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.

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

See Attachment

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

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

14.

R. David Bergonia, Vice President

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

STANDARD FOODS INCORPORATED

Application for Certificate of Authority - ATTACHMENT

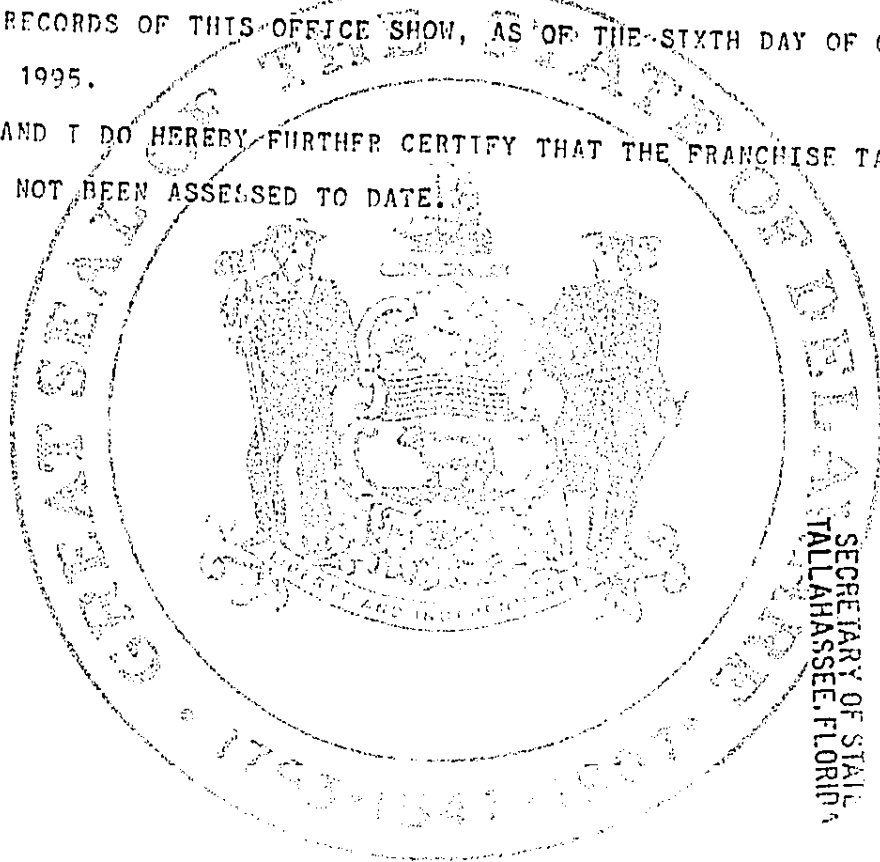
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TALLAHASSEE, FLORIDA

<u>Names of Officers / Directors</u>	<u>Addresses</u>
Charles L. Palmer, Chairman of Board	312 S.E. 17th St. 300 Fort Lauderdale, FL 33316
Jeffrey Jobe, President	2302 First Street Coal Valley, IL 61240
Robert Underwood, Vice President and Assistant Secretary	135 South LaSalle Street Chicago, IL 60603
R. David Bergonia, Vice President, Secretary and Director	135 South LaSalle Street Chicago, IL 60603
Mike Loguidice, Vice President and Assistant Secretary	2302 First Street Coal Valley, IL 61240
James W. Weigle, Vice President and Assistant Secretary	1101 East Washington Street Louisville, KY 40204
Jeannette Hase, Vice President	1101 East Washington Street Louisville, KY 40204
Robert McCarthy, Vice President	1101 East Washington Street Louisville, KY 40204

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STANDARD FOODS INCORPORATED" 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 SIXTH DAY OF OCTOBER, A.D. 1995.

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



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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950230578

Edward J. Freel

Edward J. Freel, Secretary of State
7667401

AUTHENTICATION:

10-06-95

DATE: