F96000001794

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CT CORPORATION SYSTEM
Requestor's Name
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Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

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*****70.00 *****70.00

CORPORATION(S) NAME

Health Valley Foods, Inc.

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DIVISION OF CORPORATIONS
96 APR 10 PM 12:12

(✓) Profit
( ) NonProfit
( ) Amendment
( ) Merger

(✓) Foreign
( ) Dissolution/Withdrawal
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( ) Limited Partnership
( ) Reinstatement
( ) Annual Report
( ) Reservation
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( ) Change of R.A.
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DIVISION OF CORPORATIONS

CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACT BUSINESS IN FLORIDA

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

1. HEALTH VALLEY 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. California
(State or country under the law of which it is incorporated)

3. 95-3554914
(FEI number, if applicable)

4. November 27, 1974
(Date of Incorporation)

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

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DIVISION OF CORPORATIONS
95 APR 10 PM 12: 12

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

7. 16100 Foothill Boulevard, Irwindale, California 91706
(Current mailing address)

8. Sales of Health 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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

D. F. Hickey, Assistant Secretary
(Type Name and Title of Officer)

(FL - 2189 - 11/16/94)

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:

A. DIRECTORS

Chairman: John Calfas

Address: 16100 Foothill Boulevard

Irwindale, California 91706

Vice Chairman: ____________________

Address: ____________________

____

Director: ____________________

Address: ____________________

____

Director: ____________________

Address: ____________________

____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 10 PM 12: 12

B. OFFICERS

President: George Mateljan

Address: 16100 Foothill Boulevard

Irwindale, California 91706

Vice President: ____________________

Address: ____________________

____

Secretary: John Calfas

Address: 16100 Foothill Boulevard

Irwindale, California 91706

(FLA. 2189)

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. George Mateljan, President
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
96 APR 10 PM 12: 12

State of California

SECRETARY OF STATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 10 PM 12: 12

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 22nd *day of* December, *19* 80,

HEALTH VALLEY FOODS, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 9th *day of* April, 1996.

Bill Jones

BILL JONES
Secretary of State

SEC/STATE FORM CE-112 (REV. 1-95)

94 25216

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Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Health Valley Foods, Inc.

96 SEP 18 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

( ) Profit ( ) NonProfit ( ) Limited Liability Co.	( ) Amendment	( ) Merger
( ) Foreign	(X) Dissolution/Withdrawal	( ) Mark
( ) Limited Partnership ( ) Reinstatement	( ) Annual Report ( ) Reservation	( ) Other ( ) Change of R.A. ( ) Fictitious Name Filing
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9/18/96

9/18

Withdrawal

96 SEP 18 AM 11:06
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CR2E031 (1-89)

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

Health Valley Foods, Inc.
(Name of Corporation)

California
(Incorporated Under Laws Of)

96 SEP 18 PM 12:4_
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.

135 South LaSalle Street, #3800
(Mailing Address)

Chicago, Illinois 60603
(City - State - Zip)

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

X [signature]
Signature

September 12, 1996
Date

David S. Katz
Typed or printed name

Secretary
Title

(FLA.- 2192 - 1/5/93)