

Document Number Only
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C T CORPORATION SYSTEM

Requestor's Name
 660 East Jefferson Street

Address
 Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

40000183061-4
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 *****70.00 *****70.00

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 TALLAHASSEE, FLORIDA

General Mills Sales, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. General Mills Sales, 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. Delaware
(State or country under the law of which it is incorporated)
3. 41-1838091
(FEI number, if applicable)
4. May 1, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. May 27, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.166, F.S.))
7. P.O. Box 1113, Minneapolis, Minnesota 55440-1113
(Current mailing address)
8. sale of consumer 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: 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.

Susan J. Wanner
(Registered agent's signature) (Officer)

Susan J. Wanner Asst Secy
(Type Name and Title of Officer)

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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: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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TALLAHASSEE, FLORIDA

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Treasurer: _____

Address: _____

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

13. *Jerry S. Bernhard*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ivy S. Bernhardson, Secretary
(Typed or printed name and capacity of person signing application)

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05/13/1996

Directors and Officers
GENERAL MILLS SALES, INC.

DIRECTORS:

Ivy S. Bernhardson Director
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

Edward K. Bixby Director
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

William A. Van Brunt Director
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

OFFICERS:

Edward K. Bixby President
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

Leslie M. Frecon Senior Vice President
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

Austin P. Sullivan Senior Vice President
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

Kenneth L. Thome Senior Vice President
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

Salvator A. Catapano Vice President
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

James W. Feil Vice President
Primary : General Mills, Inc.

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Address : Number One General Mills Boulevard
Minneapolis, MN 55426

Donald L. Knutzen Vice President
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

James J. Kula Vice President
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

Richard O. Lund Vice President
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

Sandy J. Navin Vice President
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

Kevin A. Nosbisch Vice President
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

Alan Joseph Ritchie Vice President
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

Joseph R. Rutledge Vice President
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

Phillip G. Semmer Vice President
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

Keith R. Sieck Vice President
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
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David G. Stuckey Vice President
Primary : General Mills, Inc.
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Jefferson B. Yeakel Vice President

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Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

Ivy S. Bernhardtson Secretary
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

David B. VanBenschoten Treasurer
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

Beverly L Rosenberg Assistant Secretary
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

Elizabeth L. Wittenberg Assistant Secretary
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

Terrance Brown Assistant Treasurer
Primary : Number One General Mills Boulevard
Address : Minneapolis, MN 55426

James L. Frizzell Assistant Treasurer
Primary : Number One General Mills Boulevard
Address : Minneapolis, MN 55426

Jonathan W. Guy Assistant Treasurer
Primary : Number One General Mills Boulevard
Address : Minneapolis MN 55426

Ernest M. Harper Assistant Treasurer
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

John R. Weddle, Jr. Assistant Treasurer
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

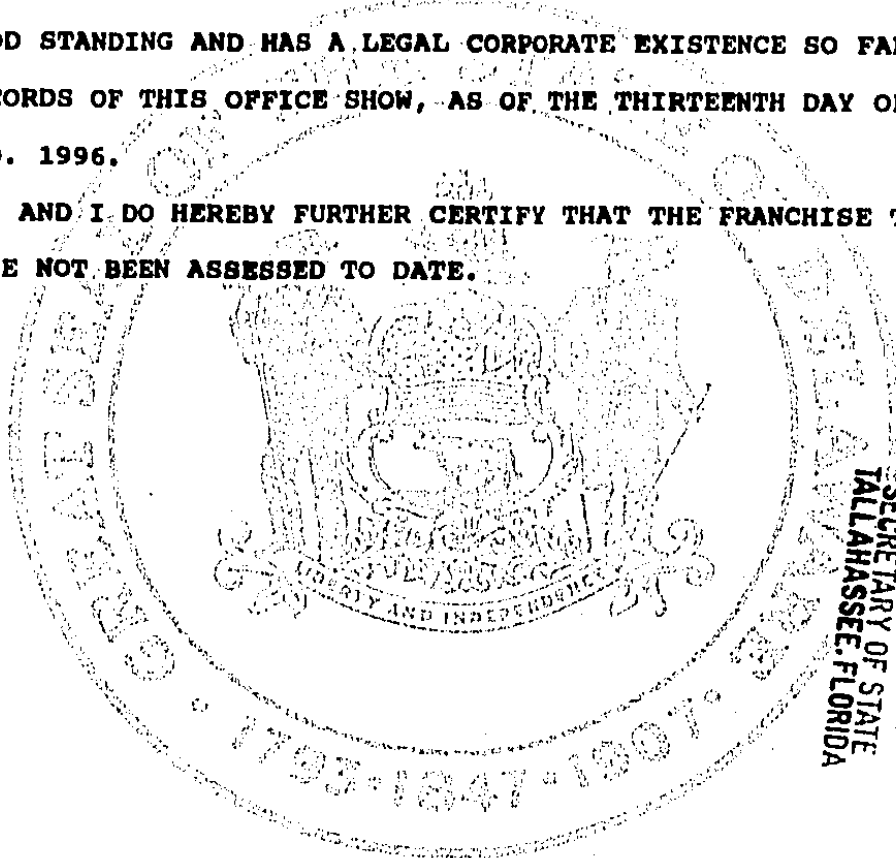
Deborah L. Zanish Assistant Treasurer
Primary : General Mills, Inc.
Address : Number One General Mills Boulevard
Minneapolis, MN 55426

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENERAL MILLS SALES, INC." 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 THIRTEENTH DAY OF MAY, A.D. 1996.

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



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TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7944087

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