

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

800002028939--6

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

CORPORATION(S) NAME

SSE Foods, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

12/13

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Limited Liability Partnership | | |
| <input type="checkbox"/> Certified Copy | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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12/13/96

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. SEE 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
(State or country under the law of which it is incorporated)
3. 41-1713393
(FEI number, if applicable)
4. February 10, 1992
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.1501, F.S.))
7. 115 West College Drive, Marshall, Minnesota 56258
(Current mailing address)
8. Marketing, sales and distribution of frozen 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

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

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

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TALLAHASSEE, FLORIDA

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: Alfred P. Schwan

Address: 115 West College Drive
Marshall, Minnesota 56258

Vice Chairman: _____

Address: _____

Director: Adrian J. Anderson

Address: 115 West College Drive
Marshall, Minnesota 56258

Director: Donald J. Miller

Address: 115 West College Drive
Marshall, Minnesota 56258

B. OFFICERS

President: see attached list of officers

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

14. Ronald Miller, Secretary
(Typed or printed name and capacity of person signing application)

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Officers of
SSE Foods, Inc.**

1. Alfred P. Schwan, CEO
115 West College Drive
Marshall, Minnesota 56258
2. Kenneth H. Noyes, President, COO
115 West College Drive
Marshall, Minnesota 56258
3. Adrian J. Anderson, VP, Treasurer
115 West College Drive
Marshall, Minnesota 56258
4. Donald Miller, Secretary, CFO
115 West College Drive
Marshall, Minnesota 56258

State of Minnesota

SECRETARY OF STATE

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Certificate of Good Standing

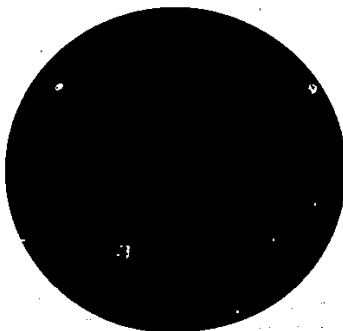
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that 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: SSE Foods, Inc.

Date Formed: 02/10/1992

Chapter Governed By: 302A

This certificate has been issued on 12/10/96.



Joan Anderson Grove
Secretary of State.