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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.	Smucker Latin America, Inc.	10				
	(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION words or abbreviations of like import in language as will clearly indicate that it is a corporation in of a natural person or partnership if not so contained in the name at present.)	i" or istead	Ė			
2.	Ohio Ohio (Fel number, if appli	577308				
	(State or country under the law of which it is incorporated) (FEI number, if appli	cable	:)			
4	3/1/88 5. perpetual					
••	(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")					
8	February 16, 1998					
٠.	(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.155, F.S.	S.})				
7	9900 Stirling Road					
٠,		98	DIVI			
	Cooper City, Florida 33024	98 HAR	250			
	(Current mailing address)					
8	See attached Purposes of the corporation on Exhibit A	5	- 0 - 0 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1			
•	(Purpose(s) of corporation authorized in home state or country to be carried out in the state of		್ವಾದರ			
	Florida)	AMII: 47	TX.E			
9	. Name and street address of Florida registered agent:	7	줐			
	Name: CT CORPORATION SYSTEM		v ,			
	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 obligations of my position as registered agent.

CT CORPORATION SYSTEM	
GIBegistered agent's signature) (Officer)	
(Type Name and Title of Officer)	

- 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:

DIRECTOR	RS See	attached	List of	Directors	and Off:	icers on	Exhibi
	Chairman:						
	Address: _						
	-				w		
	Vice Chair	man:					
	Address: _						
				. , ,		-	-
	Director: _						
	Address: _	. "					
	Director:	·····					
	Address:	<u> </u>					98
							-
. OFFICERS	3						-5
	President:						=
	Address:						
	Vice Presi	ident:					····
	Address:						
					-		
	Secretary						
	, 10010001	.			,		

	Treasurer:	
	Address:	
and.	E: If necessary, you may attach an addendum to the application listing additional office or directors. Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)	rs
14.	Steven J. Ellcessor, Secretary Typed or printed name and capacity of person signing application)	

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Exhibit A

- 8. The purposes of Smucker Latin America, Inc., as authorized in the Ohio Articles of Incorporation, to be carried out in the State of Florida are:
- (a) To manufacture, to purchase, lease, or otherwise acquire, to hold and use, to sell, lease, or otherwise dispose of, and to deal in or with personal property of any description and any interest therein;
- (b) to purchase, lease, or otherwise acquire, to invest in, hold, use, and encumber, to sell, lease, exchange, transfer, or otherwise dispose of, and to construct, develop, improve, equip, maintain, and operate structures and real property of any description and any interest therein;
- (c) To borrow money, to issue, sell, and pledge its notes, bonds, and other evidences of indebtedness, to secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, and to guarantee and secure obligations of any person, all to the extent necessary, useful, or conducive to carrying out of any of the purposes of the Company.
- (d) to invest its funds in any shares or other securities of another; corporation, business, or undertaking or of a government, governmental authority, or governmental subdivision; and
- (e) to do whatever is deemed necessary, useful, or conducive to carrying out any of the purposes of the Company and to engage in any lawful act of activity for which corporations may be formed under the Ohio General Corporation Law.

Exhibit B

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

DIRECTORS A.

Director:

Timothy P. Smucker

Address:

Strawberry Lane

Orrville, Ohio 44667

Director: Address: Richard K. Smucker Strawberry Lane

Orrville, Ohio 44667

Director:

Charles A. Laine

Address:

Strawberry Lane

Orrville, Ohio 44667

B. **OFFICERS**

President:

Timothy P. Smucker

Address:

Strawberry Lane

Exec. Vice Pres.:

Orrville, Ohio 44667 Richard K. Smucker

Strawberry Lane

Address:

Orrville, Ohio 44667

Vice Pres.:

Paul H. Smucker Strawberry Lane

Address:

Orrville, Ohio 44667

Vice Pres.:

Charles A. Laine

Address:

Strawberry Lane

Orrville, Ohio 44667

Secretary:

Steven J. Ellcessor Strawberry Lane

Address:

Orrville, Ohio 44667

Treasurer:

Philip P. Yuschak

Address:

Strawberry Lane

Orrville, Ohio 44667

Asst. Treasurer:

Debra A. Marthey Strawberry Lane

Address:

Orrville, Ohio 44667

Controller:

Mark R. Belgya

Strawberry Lane

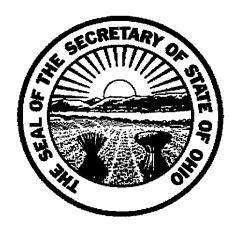
Address:

Orrville, Ohio 44667

UNITED STATES OF AMERICA, STATE OF OHIO, OFFICE OF THE SECRETARY OF STATE.

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show SMUCKER LATIN AMERICA INC., an Ohio corporation, Charter No. 719555, having its principal location in Orrville, County of Wayne, was incorporated on March 1st, 1988 and is currently in GOOD STANDING upon the records of this office.

BECRETARY OF STATE DIVISION OF CCAPORATIONS



witness my hand and official seal at Columbus, Ohio this 20th day of February, A.D., 1998

> Bob Taft Secretary of State