



DEAN FOODS COMPANY

F98000005927

October 2, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400002656434--0  
--10/08/98--01021--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: BDI Acquisition Co.

Dear Sir or Madam:

Enclosed please find a completed Application by Foreign Corporation, a Certificate of Existence and check no. 394414 in the amount of \$70.00 to qualify the above-referenced company in Florida. Please notify me in writing when this filing has been completed.

If you need any further information or have any questions, please feel free to contact me.

Thank you for your assistance in this matter.

W98-22823

Very truly yours,

DEAN FOODS COMPANY

Ann M. Krause  
Legal Department

/amk

Enclosures

cc: Pat Reith  
Lynn Wisser  
Betty Zabratanski  
Laura Broderick

FILED  
98 OCT 23 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED

OCT 14 1998

DEAN FOODS  
LEGAL DEPT.

October 7, 1998

ANN M KRAUSE  
DEAN FOODS COMPANY  
3600 N RIVER ROAD  
FRANKLIN PARK, IL 60131-2185

SUBJECT: BDI ACQUISITION CO.  
Ref. Number: W98000022823

We have received your document for BDI ACQUISITION CO. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 398A00049906

10-19-98

*Ms. Agnes Lunt  
Document Specialist*

*Attached is the above referenced  
document which has been signed  
by our registered agent.*

*Ann Krause*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 OCT 23 PM 1:57

FILED

**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. BDI ACQUISITION CO.  
(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 3. 36-4210352  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 13, 1998 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. September 1, 1998  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, and 817.155, F.S.))
7. 3600 N. River Road  
Franklin Park, IL 60131  
(Current mailing address)
8. Manufacture and sell dairy 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: (P.O. Box or Mail Drop Box ~~NOT~~ acceptable)  
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.*  
Anne E. Diamond, Asst. Secy  
C T CORPORATION SYSTEM  
(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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

~~Chairman~~ Director: Howard M. Dean

Address: 3600 N. River Road, Franklin Park, IL 60131

~~Vice Chairman~~ Director: Richard E. Bailey

Address: 3600 N. River Road, Franklin Park, IL 60131

Director: Thomas A. Ravencroft

Address: 3600 N. River Road, Franklin Park, IL 60131

Director:

Address:

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Richard E. Bailey

Address: 3600 N. River Road

Franklin Park, IL 60131

Vice President: William R. McManaman

Address: 3600 N. River Road

Franklin Park, IL 60131

Secretary: Eric A. Blanchard

Address: 3600 N. River Road

Franklin Park, IL 60131

Treasurer: Cameron C. Hitchcock

Address: 3600 N. River Road

Franklin Park, IL 60131

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

13. Eric A. Blanchard  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Eric A. Blanchard, Secretary  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BDI ACQUISITION CO." 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 TWENTY-FIRST DAY OF SEPTEMBER, A.D. 1998.

FILED

98 OCT 23 PM 1:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



2845808 8300

981362061

*Edward J. Freel*  
Edward J. Freel, Secretary of State  
9312606

AUTHENTICATION: 09-21-98

DATE: