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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

900002738009--7

-01/12/99--01048--013

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

Agway Holdings Inc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TO
JEFFREY D. BUTTERFIELD

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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. Agway Holdings 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. 06-1174231

(FEI number, if applicable)

4. July 1, 1986

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. PO Box 8985, Wilmington, Delaware 19899

(Current mailing address)

8. Holding company for subsidiary entities.

(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

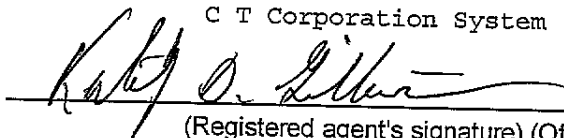
(Zip Code)

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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)

KIMBERLY D. GILBORN - ASST. SECY

(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:

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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STATE OF FLORIDA
TALLAHASSEE

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Treasurer: _____

Address: _____

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

13. Donna B. Flett

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

14. Donna B. Flett, Secretary

(Typed or printed name and capacity of person signing application)

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AGWAY HOLDINGS INC.
BOARD OF DIRECTORS & OFFICERS

NAME & SS#	POSITION	HOME ADDRESS
Donald P. Cardarelli 053-44-4625	Chairman of the Board, President, & Director	6436 Terese Terrace Jamesville, NY 13078
Peter J. O'Neill 055-40-7239	Vice President & Director	4884 Firethorn Circle Manlius, NY 13104
David M. Hayes 074-34-0068	Director	7774 McDermott Road Manlius, NY 13104
Karen A. Johnson 063-56-2279	Treasurer	4647 Reliant Road Jamesville, NY 13078
Donna B. Flett 077-36-5952	Secretary	8 Orange Tree Lane Liverpool, NY 13090
Nels G. Magnuson 134-36-4681	Assistant Secretary	4304 Trout Lilly Lane Manlius, NY 13104
Janet Williams 107-36-7922	Assistant Secretary	115 McLennan Drive Fayetteville, NY 13066
Martin P. Frankenfield 167-38-9271	Assistant Treasurer	3323 Misty Cove Circle Baldwinsville, NY 13027
Jennifer L. Hicks 027-48-4694	Assistant Treasurer	7629 Sturbridge Dr. Manlius, NY 13104
Gerald R. Seeber 121-38-9883	Assistant Treasurer	1965 Penfold Way Baldwinsville, NY 13027
G. Leslie Smith 045-34-4193	Assistant Treasurer	300 Sedgwick Drive Syracuse, NY 13203

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AGWAY HOLDINGS 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 EIGHTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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29 JAN 12 PM 3:29
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2095204 8300

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AUTHENTICATION:

DATE:

9511084

01-08-99