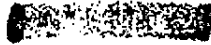


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TRANSMITTAL LETTER



TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS

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-04/05/99--01063--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

W99-8135

SUBJECT: Watson Foods Co., Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

James Watson  
(Name of Person)  
Watson Foods Co., Inc.  
(Firm/Company)  
301 Heffernan Drive  
(Address)  
West Haven, Conn. 06516  
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Carl Weinstein at ( 212 ) 239 4000  
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:  
Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:  
Qualification/Tax Lien Sec.  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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mtu

4/27



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 6, 1999

JAMES WATSON  
WATSON FOODS CO., INC.  
301 HEFFERNAN DRIVE  
WEST HAVEN, CT 06516

SUBJECT: WATSON FOODS CO., INC.  
Ref. Number: W99000008135

We have received your document for WATSON FOODS CO., INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

There was no letter enclosed concerning number #6 of the application.

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) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 099A00017197

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DIVISION OF CORPORATIONS  
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**Watson Foods Co., Inc.**

301 Heffernan Drive • West Haven, CT 06516 • USA • (203) 932-3000 • Telex 6505312524 • Fax (203) 932-8266

April 21, 1999

Department of State  
Qualification Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

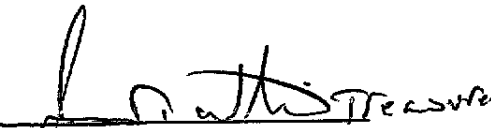
Attn: Mr. Michael Mays  
Corporation Specialist

Re: Watson Foods Co., Inc.  
Application by Foreign Corporation for  
Authorization to Transact Business in Florida

Number 6 of the application indicated an incorrect date of April 1995 as the date the Company first transacted business in Florida. The correct date for item number 6 is January 1, 1999.

During the period from January 1, 1999 to the present the corporation has been obtaining orders in Florida that require acceptance outside Florida before they become contracts. This being the case the corporation did not obtain a certificate of authority previously.

Sincerely,

  
James Watson, Treasurer

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99 APR 27 4 41 PM '99

Date: 4/21/99



CARMELINA M. RASCATI  
NOTARY PUBLIC  
MY COMMISSION EXPIRES SEP. 30, 1999

# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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. Watson Foods Co., 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. New York 3. 11-1455396  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/1/39 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. April 1995 See letter attached  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 301 Heffernan Drive  
West Haven, Conn. 06516  
(Current mailing address)
8. Sales  
(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: Gerry Dietz  
Office Address: 14037 East Parsley  
Madiera Beach, Florida, 33708  
(Zip Code)

## 10. Registered agent's 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.

X Gerry Dietz  
(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.

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

A. DIRECTORS

Chairman: John Watson

Address: 21 Delaware Road  
Easton, CT 06611

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Robert Watson

Address: 25 Abbey Lane  
Hamden, CT 06514

Director: Mary Watson

Address: 21 Delaware Road  
Easton, CT 06611

B. OFFICERS

President: John Watson

Address: 21 Delaware Road  
Easton, CT 06611

Vice President: Robert Watson

Address: 25 Abbey Lane  
Hamden, CT 06514

Secretary: Mary Watson


Address: 21 Delaware Road  
Easton, CT 06611

Treasurer: James Watson

Address: 14 Redcoat Lane  
Trumbull, CT 06611

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

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

14. James Watson, Treasurer  
(Typed or printed name and capacity of person signing application)

State of New York | ss:  
Department of State

I hereby certify, that the certificate of incorporation of WATSON FOODS CO., INC. was filed on 08/01/1939, under the name of WATSON FLOUR CO., INC., fixing the duration as perpetual, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment WATSON FLOUR CO., INC., changing name to WATSON FOODS INC., was filed 05/13/1970.

A Certificate of Amendment WATSON FOODS INC., changing name to WATSON FOODS CO., INC., was filed 01/23/1984.

\*\*\*

Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 22nd day of March  
one thousand nine hundred and  
ninety-nine.



Special Deputy Secretary of State

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