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14 JUN -2 PM 3:29
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TALLAHASSEE, FLORIDA

JUN 03 2014
D. BRUCE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 126419 4353856

AUTHORIZATION :

[Signature]

COST LIMIT : \$ 125.00

ORDER DATE : May 9, 2014

ORDER TIME : 1:24 PM

ORDER NO. : 126419-080

CUSTOMER NO: 4353856

FOREIGN FILINGS

NAME: CONAGRA FOODS SALES, LLC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Gray -- EXT# 62925

EXAMINER: _____

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2014 JUN -2 AM 9:30
TALLAHASSEE FLORIDA

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: ConAgra Foods Sales, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jill Grob

Name of Person

ConAgra Foods, Inc.

Firm/Company

One ConAgra Drive 1-237

Address

Omaha NE 68102

City/State and Zip Code

jill.grob@conagrafoods.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jill Grob

at

402

Area Code

240-4000

Daytime Telephone Number

Name of Contact Person

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. ConAgra Foods Sales, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. DE

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 20-8595524

(FEI number, if applicable)

4. 05/26/2014

(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. One ConAgra Drive, 1-237

Omaha NE 68102

(Street Address of Principal Office)

6. One ConAgra Drive, 1-237

Omaha NE 68102

(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

ConAgra Foods, Inc. - Member

One ConAgra Drive, 1-237

Omaha NE 68102

8. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

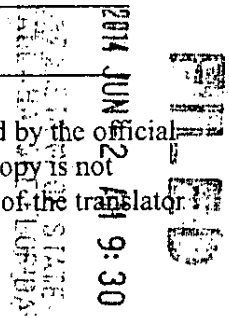


Signature of an authorized person

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Randall D. Harvey, VP of Member ConAgra Foods, Inc.

Typed or printed name of signee



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ConAgra Foods Sales, LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

The Prentice-Hall Corporation System, Inc.

(Name)

1201 Hays Street

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee

32301

FL
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.

The Prentice-Hall Corp System

By:

Emily Gray *Asst VP*
(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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CLERK OF STATE
TALLAHASSEE FLORIDA

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONAGRA FOODS SALES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF MAY, A.D. 2014.

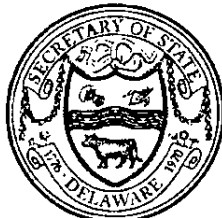
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONAGRA FOODS SALES, LLC" WAS FORMED ON THE TWENTIETH DAY OF FEBRUARY, A.D. 2007.

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

4304139 8300

140765361

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1412191

DATE: 05-30-14

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2014 JUN -2 AM 9:30
DELAWARE SECRETARY OF STATE