

807017M
F95000004920

OFFICE USE ONLY
 Corporation Information Services, Inc.
 (Requestor's Name)
 1201 Hays Street
 (Address)
 Tallahassee, FL 32301 222-9171
 (City, State, Zip) (Phone #)

Account No.: 072100000032
 Reference :
 Authorization:
 Cost Limit : \$ Prepaid

CIS Contact: DEBBIE SKIPPER

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

600001600556
 -10/05/95--01003--026
 ****70.00 ****70.00

1. CTC North America, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #) *W95-19804*
4. _____
 (Corporation Name) (Document #)

Walk in Pick up time _____
 Mail out Will wait Photocopy

Certified Copy 600001607876
 0/12/95--01002--007
 ***2400.00 ***2400.00
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 OCT 11 AM 10:29
mtr

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 5, 1995

CSC NETWORKS

SUBJECT: CTC NORTH AMERICA, INC.
Ref. Number: W95000019804

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 11 AM 10:29

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

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that CTC NORTH AMERICA, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 6, 1993, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2400.00.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 895A00045171

pg. 321

**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. CTC North America, 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 3. 47-0676720
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/20/84 5. Perpetual
(Date of incorporation) (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 817.155, F.S.)

7. One ConAgra Drive, CC-361
Omaha, NE 68102-5001
(Current mailing address)

8. Sale and distribution of food 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:
The Prentice-Hall Corporation
Name: System, Inc.
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

The Prentice-Hall Corporation System, Inc.

By: Michael Donovan Asst. Secretary
(Registered agent's signature)

Michael Donovan Asst. Secretary

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 11 AM 10:29

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

A. DIRECTORS

Chairman: SCHEDULE ATTACHED _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SCHEDULE ATTACHED _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. John J. Dill
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John J. Dill, Vice President, Tax
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 11 AM 10:29

CTC NORTH AMERICA, INC.
A Delaware Corporation

OFFICERS:

President

Vice President

Finance/Treasurer

James P. O'Donnell
404-64-9031

15724 Leavenworth St.

Omaha, NE 68118

Vice-President, Tax

John J. Dill
480-42-3040

326 South 124th St.

Omaha, NE 68122

Assistant Secretary

Sue E. Badberg
505-64-9392

4629 Capitol Avenue

Omaha, NE 68102

DIRECTORS:

L.B. Thomas
506-42-0667

7813 Pierce Street

Omaha, NE 68124

Ken DiFonzo
351-46-9766

16646 Howard Circle

Omaha, NE 68118

Tom Manuel
475-54-9004

8903 Douglas Court

Omaha, NE 68114

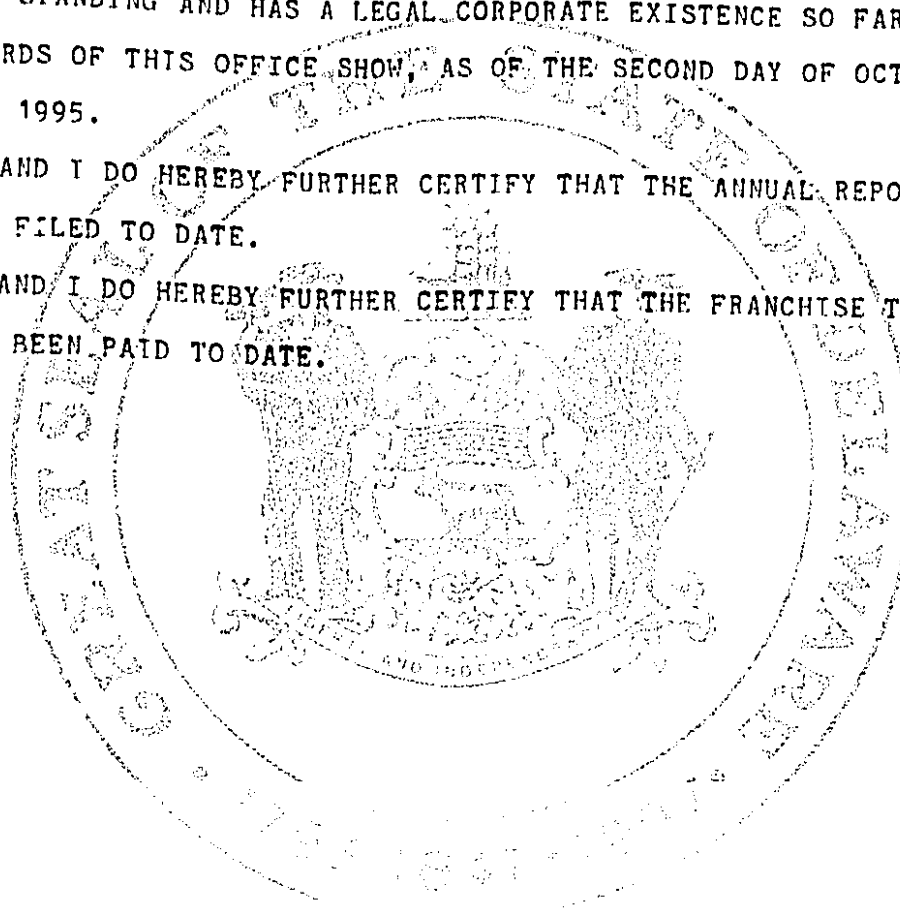
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 11 AM 10:29

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CTC NORTH AMERICA, 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 SECOND DAY OF OCTOBER, A.D. 1995.

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.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 11 AM 10:29



2048825 8300
950225885

Edward J. Freel

Edward J. Freel, Secretary of State

7661321

AUTHENTICATION:

10-02-95

DATE: