

Document Number On **F96000005836**

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

30000199818--4
-11/08/96--01010--005
*****70.00 *****70.00

Darling International Inc.

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACTION 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. Darling International 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. 36-2495346
(FEI number, if applicable)
4. December 13, 1962
(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 617.158, F.S.))
7. 251 O'Connor Ridge Boulevard, Suite 300, Irving, Texas

(Current mailing address)
8. To engage in any lawful act or act for which Corporation may be qualified under the Florida Business Corporation Act.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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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)

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

Connie Bryan
(Registered agent's signature) (Officer)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(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: Dennis B. Longmire

Address: 251 O'Connor Ridge Boulevard, Suite 300
Irving, Texas 75038

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

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

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

7TH ED
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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Darling International Inc.**

1. John R. Witt, Vice President Chief Financial Officer & Secretary
251 O'Connor Ridge Boulevard, Suite 300
Irving, Texas 75038
2. Kenneth A. Ghazey, President and Chief Operating Officer
251 O'Connor Ridge Boulevard, Suite 300
Irving, Texas 75038
3. James A. Coalson, Vice President of Research & Tech.
251 O'Connor Ridge Boulevard, Suite 300
Irving, Texas 75038
4. Willaim R. McMurtry, Vice President of Environmental Affairs
251 O'Connor Ridge Boulevard, Suite 300
Irving, Texas 75038
5. Ron E. Cummings, Vice President of MIS
251 O'Connor Ridge Boulevard, Suite 300
Irving, Texas 75038
6. Mark C. Levy, Vice President and Corporate Controller
251 O'Connor Ridge Boulevard, Suite 300
Irving, Texas 75038
7. Gilbert L. Guitierrez, Vice President of Human Resources
251 O'Connor Ridge Boulevard, Suite 300
Irving, Texas 75038
8. Omer A. Dreiling II, Vice President-Southwest Div.
251 O'Connor Ridge Boulevard, Suite 300
Irving, Texas 75038
9. James A. Ransweiler, Vice President-Great Lakes Div.
251 O'Connor Ridge Boulevard, Suite 300
Irving, Texas 75038
10. Robert L. Willis, Vice President-Midwest Div.
251 O'Connor Ridge Boulevard, Suite 300
Irving, Texas 75038
11. Brad Phillips, Treasurer
251 O'Connor Ridge Boulevard, Suite 300
Irving, Texas 75038
12. M.A. Reed, Assistant Secretary
251 O'Connor Ridge Boulevard, Suite 300
Irving, Texas 75038

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Darling International Inc.**

1. Dennis B. Longmire
251 O'Connor Ridge Boulevard, Suite 300
Irving, Texas 75038
2. Craig Scott Bartlett, Jr.
251 O'Connor Ridge Boulevard, Suite 300
Irving, Texas 75038
3. Kenneth A. Ghazey
251 O'Connor Ridge Boulevard, Suite 300
Irving, Texas 75038
4. Fredric J. Klink
251 O'Connor Ridge Boulevard, Suite 300
Irving, Texas 75038
5. Denis J. Taura
251 O'Connor Ridge Boulevard, Suite 300
Irving, Texas 75038
6. Bruce Waterfall
251 O'Connor Ridge Boulevard, Suite 300
Irving, Texas 75038

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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 "DARLING INTERNATIONAL 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 SIXTH DAY OF NOVEMBER, A.D. 1996.

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

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AUTHENTICATION:

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DATE:

11-06-96