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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

600002862026--2

-05/04/99-01063-030

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Danone International Brands, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

**TRANSMITTAL LETTER**

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: DANDNE INTERNATIONAL BRANDS, 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:

MARLENE BARTOLO, ESQ.

(Name of Person)

DANDNE INTERNATIONAL BRANDS, INC.  
(Firm/Company)

208 Harbor Drive

(Address)

Stamford, Connecticut 06902

(City/State/Zip)

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

Marlene Bartolo, Esq.

(Name of Person)

at ( 203 ) 425-1879

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

**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. DANONE INTERNATIONAL BRANDS, 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. 06-1447795  
(FEI number, if applicable)

4. June 28, 1995  
(Date of Incorporation)

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

6. To be MAY 1, 1999  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 208 Harbor Drive  
Stamford, Connecticut 06902  
(Current mailing address)

8. \_\_\_\_\_  
(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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System  
1200 South Pine Island Road  
Office Address: Plantation, Florida 33324

(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.*

*Connie Bryan,*  
*Connie Bryan, Special Asst. Secretary*  
(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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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY--P. O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Director: MARK RODRIGUEZ

~~Chairman:~~

Address: C/O Danone International Brands, Inc.  
208 Harbor Drive, Stamford, CT 06902

Director: MICHEL BOTBOL

~~Vice Chairman:~~

Address: C/O Danone International Brands, Inc.  
208 Harbor Drive, Stamford, CT 06902

Director: PEDRO MEDINA

Address: C/O Danone International Brands, Inc.  
208 Harbor Drive, Stamford, CT 06902

Director: MARC CHARPENTIER

Address: C/O DANONE INTERNATIONAL BRANDS, INC.  
208 Harbor Drive, Stamford, CT 06902

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: PEDRO MEDINA

Address: C/O DANONE INTERNATIONAL BRANDS,  
208 Harbor Drive, Stamford CT 06902 INC.

Vice President: MARC CHARPENTIER

Address: C/O Danone International Brands, Inc.  
208 Harbor Drive, Stamford, CT 06902

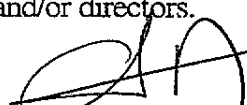
Secretary: MICHEL BOTBOL

Address: and DANONE INTERNATIONAL BRANDS, INC.

Treasurer: 208 Harbor Drive

Address: Stamford, CT 06902

**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. Marc Charpentier, Vice President

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

SECRETARY OF STATE  
ALLAHASSE FLORIDA  
99 MAY -14 AM 11:49  
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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 "DANONE INTERNATIONAL BRANDS, 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 TWENTY-EIGHTH DAY OF APRIL, A.D. 1999.

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

99 MAY -4 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9712185

DATE: 04-28-99