

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
HEINZ MANAGEMENT COMPANY**

File Number C 136277

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: November 14, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By

Natalie Jones

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is Heinz Management Company
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 12/06/1985
5. The address of its principal office is 600 Grant Street, Pittsburgh, PA 15219
6. The address to which correspondence should be addressed, if different from item 5, is _____
7. The street address of its registered office in Idaho is c/o C T Corporation System, 300 North 6th Street, Boise, Idaho 83702, and its registered agent in Idaho at that address is C T Corporation System
8. The names and respective business addresses of its directors and officers are: **See Attached.**

Name	Office	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 11-10-00

Heinz Management Company
(Corporation name)

By RL Cullo Jr
Leonard A. Cullo, Jr.

Its Vice President and Treasurer
(specify capacity of signer)

Customer Acct #:

(If using pre-paid account)

SECRETARY OF STATE

11/14/2000 09:00
CX: 133817335 CT: 13948 BH: 368472

1 @ 100.00 = 100.00 AUTH PRO # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

g:\corpforms\ACA.pm6 Revised 7/97

HEINZ MANAGEMENT COMPANY

Name	Business Address	Title
Paul F. Renne	600 Grant Street Pittsburgh, PA 15219	Director
Laura Stein	600 Grant Street Pittsburgh, PA 15219	Director
Leonard A. Cullo, Jr.	600 Grant Street Pittsburgh, PA 15219	Director

Name	Business Address	Title
Paul F. Renne	600 Grant Street Pittsburgh, PA 15219	President
Leonard A. Cullo, Jr.	600 Grant Street Pittsburgh, PA 15219	Vice President and Treasurer
Christopher J. Puma	1062 Progress Street Pittsburgh, PA 15212	Vice President
Edward J. McMenamin	1062 Progress Street Pittsburgh, PA 15212	Vice President
Jack W. Radke	625 Liberty Avenue Pittsburgh, PA 15222	Secretary
Karyll A. Davis	600 Grant Street Pittsburgh, PA 15219	Assistant Secretary
Kimberly A. Kirkpatrick	625 Liberty Avenue Pittsburgh, PA 15222	Assistant Secretary
Robert M. Johnston	625 Liberty Avenue Pittsburgh, PA 15222	Assistant Treasurer
George Snyder	1062 Progress Street Pittsburgh, PA 15212	Assistant Treasurer
Stephen D. Reyburn	1062 Progress Street Pittsburgh, PA 15212	Assistant Treasurer
John C. Crowe	625 Liberty Avenue Pittsburgh, PA 15222	Assistant Treasurer
Barbara J. Deem	625 Liberty Avenue Pittsburgh, PA 15222	Assistant Treasurer
Kathy Thomas	1062 Progress Street Pittsburgh, PA 15212	Assistant Treasurer

State of Delaware
Office of the Secretary of State

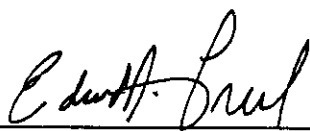
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEINZ MANAGEMENT COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF NOVEMBER, A.D. 2000.

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.





Edward J. Freel, Secretary of State

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AUTHENTICATION: 0785686

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DATE: 11-10-00