

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

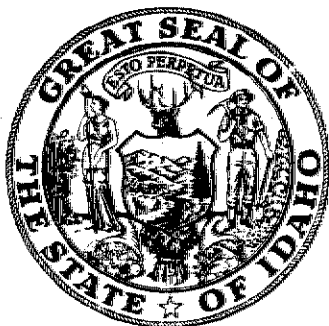
MCCAIN FOODS USA, INC.

File number C 127057

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are 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 attach hereto a duplicate of the Application for such Certificate.

Dated: January 7, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

JAN 7 2 40 PM '99

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 McCain Foods USA, Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Maine
4. Its date of incorporation is August 8, 1952
5. The address of its principal office is 2905 Butterfield Road, Oak Brook, Illinois 60521
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 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is CT Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHED.		

Dated: December 31, 1998

McCain Foods USA, Inc.

(Corporation name)

By

Gilles Lessard

Its

CHAIRMAN / CEO

(specify capacity of signer)

Customer Acct #:

IDAHO SECRETARY OF STATE
(if using pre-paid account)

~~015/00/0990-00~~
CR: 11284 CT: 2617 DR: 176675

1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

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

MCCAIN FOODS USA, INC.
OFFICERS AND DIRECTORS

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Gilles Lessard	Chairman, President, Chief Executive Officer and Director	2905 Butterfield Road Oak Brook, Illinois 60521
Randy Myles	Vice President-Finance & Administration	2905 Butterfield Road Oak Brook, Illinois 60521
Gerald E. Rudman	Clerk	84 Harlow Street Bangor, Maine 04402
Michael J. Campbell	Assistant Secretary	107 Main Street Florenceville, NB EOJ 1K0
Stephen L. Kendrick II	Assistant Secretary	2905 Butterfield Road Oak Brook, Illinois 60521
Stanley W. Sparold	Assistant Secretary	107 Main Street Florenceville, NB EOJ 1K0
H. Harrison McCain	Director	107 Main Street Florenceville, NB EOJ 1K0
Howard Mann	Director	BCE Place Bay-Wellington Tower 181 Bay Street, Suite 43 Toronto, Ontario, Canada
Carl R. Morris	Director	107 Main Street Florenceville, NB EOJ 1K0

State of Maine



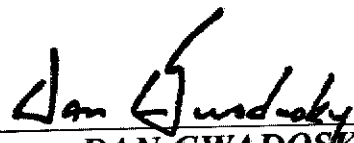
Department of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the records of organization, amendment, and dissolution of corporations and annual reports filed by the same.

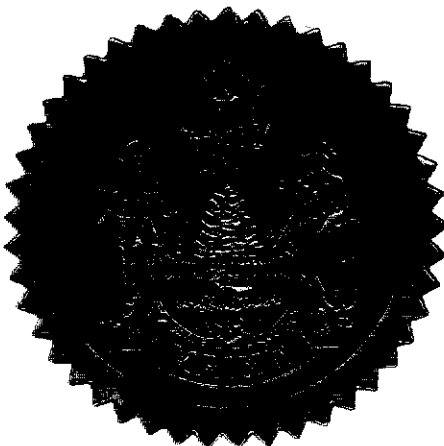
I further certify that MCCAIN FOODS USA, INC., formerly MCCAIN FOODS, INC., formerly TATERSTATE FROZEN FOODS, is a duly organized business corporation under the laws of the State of Maine and that the date of incorporation is 08/28/1952.

I further certify that said business corporation has filed annual reports due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the charter and that according to the records in the Department of the Secretary of State, said corporation is a legally existing business corporation in good standing under the laws of the State of Maine at the present time.

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed, given under my hand at Augusta, December 31, 1998.



DAN GWADOSKY
Secretary of State



Authentication: 17282316