

# State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY  
OF  
QUORN FOODS INC.**

File Number C 141712

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: December 13, 2001



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl DeWine*



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

Dec 13

SECRET STATE

IDAHO SECRETARY OF STATE  
12/13/2001 05:00  
CK: 46193 CT: 20160 BH: 434304  
1.0 20.00 = 20.00 EXPEDITE C 2

To the Secretary of State of Idaho:

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

- The name of the corporation is Quorn Foods Inc.
- The name which it shall use in Idaho is \_\_\_\_\_
- It is incorporated under the laws of Delaware
- Its date of incorporation is 01/21/1998
- The address of its principal office is 1800 Concord Pike, Wilmington, DE 19850-5437
- The address to which correspondence should be addressed, if different from item 5, is \_\_\_\_\_
- 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
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Glenn M. Engelmann</u>	<u>President &amp; Secretary/Dir</u>	<u>1800 Concord Pike, Wilmington, DE 19850-5437</u>
<u>Ann V. Booth-Barbarin</u>	<u>Assistant Secretary/Direc</u>	<u>1800 Concord Pike, Wilmington, DE 19850-5437</u>
<u>John P. Brazzo</u>	<u>Assistant Treasurer</u>	<u>1800 Concord Pike, Wilmington, DE 19850-5437</u>
<u>Carolyn H. Micolucci</u>	<u>Assistant Secretary</u>	<u>1800 Concord Pike, Wilmington, DE 19850-5437</u>
<u>Gregory A. Davies</u>	<u>VP &amp; Treasurer/Dir.</u>	<u>1800 Concord Pike, Wilmington, DE 19850-5437</u>

Dated: December 6, 2001

Quorn Foods Inc.  
(Corporation name)

By *Ann V. Booth-Barbarin*  
Ann V. Booth-Barbarin

Its Assistant Secretary  
(specify capacity of signer)

Customer Acct # :  
(if using pre-paid account)

Secretary of State use only

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

IDAHO SECRETARY OF STATE  
12/13/2001 05:00  
CK: 144015013 CT: 70195 BH: 434304  
1 @ 100.00 = 100.00 AUTH PRO # 2

C141712

State of Delaware  
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUORN FOODS 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 ELEVENTH DAY OF DECEMBER, A.D. 2001.

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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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1495086

DATE: 12-11-01