

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
AGRILINK FOODS, INC.**

File Number C 146383

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: 25 November 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sally Lloyd*

FILED EFFECTIVE



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

02 NOV 25 AM 10:56

STATE OF IDAHO

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

1. The name of the corporation is:

Agrilink Foods, Inc.

2. The name which it shall use in Idaho is: Agrilink Foods, Inc.

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: 08/19/2002

5. The address of its principal office is:
PO Box 20670, Rochester, NY 14602-0670

6. The address to which correspondence should be addressed, if different from item 5, is:
Same

7. The street address of its registered office in Idaho is: c/o C T Corporation System, 300 North 6th Street, Boise, ID 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:

Name	Office	Address
<u>SEE ATTACHMENT</u>		

Dated: _____
Signature: Timothy Benjamin
Typed Name: Timothy Benjamin
Capacity: Vice President

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

Secretary of State use only
IDAHO SECRETARY OF STATE
11/25/2002 05:00
CK: 88277 CT: 20168 BH: 647802
1 @ 100.00 = 100.00 AUTH PRO # 3

C 146383

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Revised 07/2002



Board of Directors & Corporate Officers

<u>NAME</u>	<u>ADDRESS</u>	<u>TELEPHONE</u>
Benjamin, Timothy ⁽¹⁾ Vice President - Tax and Cash Management	Agrilink Foods, Inc. # 38 Wenham Lane Pittsford, NY 14534	585-264-3142
Call, Peter Director	7885 Lewiston Road Batavia, NY 14020	585-343-1026
Caughran, Carl ⁽¹⁾ Executive Vice President Operations	Agrilink Foods, Inc. # 5756 Lagoon Lane NW Gig Harbor, WA 98335	253-383-1621
Clark, John ⁽¹⁾ Executive Vice President Logistics	Agrilink Foods, Inc. # 3947 Norway Court Pulaski, WI 54162	920-435-5301
Fox, Bruce Director	N.J. Fox & Sons 40 Second Street Shelby, MI 49455	616-861-2146
Frega, Bernhard ⁽¹⁾ Executive VP Sales and Marketing	Agrilink Foods, Inc. # 5 Morning View Drive Fairport, NY 14450-9547	585-383-1850
Fuhrmann, Charles ⁽¹⁾ Vice President - Research and Development	Agrilink Foods, Inc. # 4332 Cobblestone Ct. Greenbay, WI 54313	920-435-5301

<u>NAME</u>	<u>ADDRESS</u>	<u>TELEPHONE</u>
Iwanicki, Stanley ⁽¹⁾ Vice President – Food Safety and Environmental Affairs	Agrilink Foods, Inc. # 27 Falcon Trail Pittsford, NY 14534	585-264-3193
Hooper, David Director	Vestar Capital Partners 245 Park Avenue, 41 st Floor New York, NY 10167-4098 1991 Broadway Apt. #23A New York, NY 10023	212-351-1614
Kennedy, Tim ⁽¹⁾ General Manager Tim's Cascade	Agrilink Foods, Inc. # PO Box 1081 Puyallup, WA 98371	253-833-0255
Mehalick, David ⁽¹⁾ Assistant Secretary	Harris Beach LLP 99 Garnsey Road Pittsford, NY 14534 # 345 Thayer Road Fairport, NY 14450	585-383-1850
Melwani, Prakash Director	Vestar Capital Partners 245 Park Avenue, 41 st Floor New York, NY 10167-4098 876 Park Avenue Apt. #11S New York, NY 10021	212-351-1607
Mullen, Dennis ⁽¹⁾ Chief Executive Officer President Chairman of the Board	Agrilink Foods, Inc. # 15 Merry Creek Crossing Pittsford, NY 14534	585-383-1850
Nelson, Linda ⁽¹⁾ Vice President and Controller	Agrilink Foods, Inc. # 590 Eleanor Road Victor, NY 14564	585-264-3171

<u>NAME</u>	<u>ADDRESS</u>	<u>TELEPHONE</u>
O'Connell, Daniel Director	Vestar Capital Partners 245 Park Avenue, 41 st Floor New York, NY 10167-4098 16 Rock Ridge Avenue Greenwich, CT 06831-4401	212-351-1601
Ostrander, Gregg Director	Michael Foods, Inc. 401 Carlson Parkway Suite 300 Minnetonka, MN 55305 21520 Fairview Street Greenwood, MN 55331	952-258-4000
Pico, David ⁽¹⁾ Vice President MIS	Agrilink Foods, Inc. # 306 Tumbleweed Pittsford, NY 14534	585-383-1850
Powers, Earl ⁽¹⁾ Executive Vice President Chief Financial Officer Secretary	Agrilink Foods, Inc. # 9 Sheffield Court Victor, NY 14564	585-264-3190
Ratzan, Brian Director	Vestar Capital Partners 245 Park Avenue, 41 st Floor New York, NY 10167-4098 1365 York Avenue Apt. #32C New York, NY 10021	212-351-1611
Ray, David (1) General Manager Snyder/Husman	Agrilink Foods, Inc. # 890 Overlook Drive Somerset, PA 15501	814-267-4641

<u>NAME</u>	<u>ADDRESS</u>	<u>TELEPHONE</u>
Roach, Ronald C. ⁽¹⁾ Vice President - Procurement	Agrilink Foods, Inc. # 85 Oliver Street Rochester, NY 14607	585-383-1850
Roberts, Kent ⁽¹⁾ Vice President - Operational Development	Agrilink Foods, Inc. # 5619-68 th Ave Ct., W Tacoma, WA 98467	585 383-3419
Slizewski, Bea ⁽¹⁾ Vice President - Corporate Communications	Agrilink Foods, Inc. # 1041 Harvard Street Rochester, NY 14610	585-264-3189
Warlick-Jarvie, Lois ⁽¹⁾ Vice President - Human Resources	Agrilink Foods, Inc. # 29 Chorleywood Court Mendon, NY 14506	585-264-3188
Wright, Stephen ⁽¹⁾ Executive Vice President - Investor Relations	Agrilink Foods, Inc. # 586 Eleanor Road Victor, NY 14564	585-264-3186

Revised 10/02

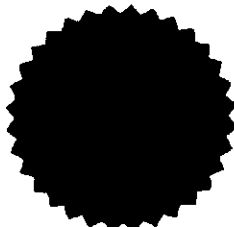
⁽¹⁾ Agrilink Foods, Inc.
90 Linden Oaks
Rochester, NY 14625

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AGRILINK 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 THIRTY-FIRST DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2064448

DATE: 10-31-02

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