

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

SCHWAN'S SALES ENTERPRISES, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Schwan's Sales Enterprises, Inc.

SECOND: The name which it elects to use in Rhode Island is Schwan's Sales Enterprises, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Minnesota

FOURTH: The date of its incorporation is April 7, 1964 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 115 West College Drive, Marshall, Minnesota 56258

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, Rhode Island 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are to manufacture, sell and distribute at wholesale and retail dairy and other food products, frozen and otherwise, and other merchandise.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Marvin Schwan	Director	703 South Bend, Marshall, Minnesota
Alma Schwan	Director	115 West College Drive, Marshall, Minnesota
	Director	
Marvin Schwan	President	703 South Bend, Marshall, Minnesota
Alma Schwan	Vice President	115 West College Drive, Marshall, Minnesota
Alma Schwan	Secretary	115 West College Drive, Marshall, Minnesota
Marvin Schwan	Treasurer	703 South Bend, Marshall, Minnesota
Donald Miller	Asst. Sec'y-Treas.	503 Washington, Marshall, Minnesota

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
10,000	Common		Without Par Value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
4,577 1/3	Common		Without Par Value

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 457,733.00

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 19,000,000.00

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 100,000.00

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 75,000,000.00

FIFTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 500,000.00

SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

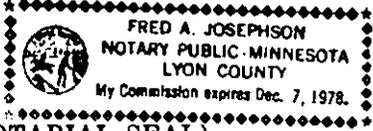
Dated October 1, 1973

SCHWAN'S SALES ENTERPRISES, INC.
[Exact Corporate Name of Corporation Making Application]

By *Marvin Schwan*
Marvin Schwan
Its President
and *Donald Miller*
Donald Miller
Its Asst. Secretary

STATE OF MINNESOTA }
COUNTY OF LYON } Sc.

At Marshall, Minnesota in said County on the 1st day
of October 1973, before me personally appeared Marvin Schwan
and Donald Miller, who being by me first duly sworn, declared that
they are the President and Asst. Secretary of Schwan's Sales Enterprises, Inc.,
that they signed the foregoing document as such President and Assistant Secretary of the
corporation, and that the statements therein contained are true.



(NOTARIAL SEAL)

Fred A. Josephson
Notary Public

