

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Agri-Mark, 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 Agri-Mark, Inc.

SECOND: The name which it elects to use in Rhode Island is
Agri-Mark, 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 Delaware

FOURTH: The date of its incorporation is April 21, 1980 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 100 West Tenth Street, Wilmington, Delaware 19801

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster
Street, Providence, R. I. 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 collectively process, handle and market the milk and milk
products of its members, to purchase and sell such items as are
compatible with its business, to conduct its operations for the
benefit of its members and to engage in any lawful act or activity
which corporations may perform in Rhode Island.

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

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>
100,000	Preferred		\$1.00
100,000	Common		\$1.00

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>
None			

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 0.00

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 39,000,000.00

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 0.00

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 290,000,000.00

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 \$ 6,670,000.00

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 June 20, 1980

Agri-Mark, Inc.

[Exact Corporate Name of Corporation Making Application]

By Louis P. Longo
Its ~~President~~ Chairman
and William W. Clark
Its Secretary

STATE OF CONNECTICUT }
COUNTY OF HARTFORD } Sc.

At WINDSOR in said County on the 20th day
of JUNE 1980, before me personally appeared
Louis P. Longo, who being by me first duly sworn, declared that
he is the Chairman of the Board of Agri-Mark, Inc.,
that he signed the foregoing document as such Chairman of the Board
of the corporation, and that the statements therein contained are true.

H. Martyn Owen
Notary Public

(NOTARIAL SEAL)

H. MARTYN OWEN

My Commission Expires Mar. 31, 1983

RIDER

NAME	OFFICE	ADDRESS
Louis P. Longo	Chairman & Director	2760 Hebron Avenue Glastonbury, Connecticut 06033
Philip Coburn	Vice Chairman & Director	RD #1, Corinna, Maine 04928
Marvin W. Clark	Secretary & Director	Williston, Vermont 05495
Edgar H. Behrens	Treasurer & Director	Highland Farm, Box 133 Old Chatham, New York 12136
John J. McIsaac	Assistant Treasurer	172 Kirkstall Road Newtonville, Massachusetts 02160
Norman Harvey	Director	RD , Florence, Vermont 05744
Clarence Jordan	Director	Morgan Center, Vermont 05854
Clarence G. Rea	Director	RFD #1 Cambridge, New York 12816
James C. Williams	Director	North Main Street Sunderland, Massachusetts 01375

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JUN 27 1980
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CERTIFICATE OF INCORPORATION

OF

AGRI-MARK, INC.

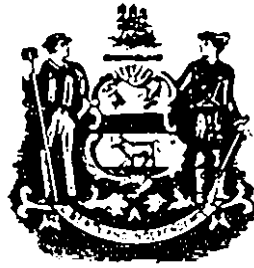
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1. The name of the corporation is Agri-Mark, Inc.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to collectively process, handle and market the milk and milk products of its members, to purchase and sell such items as are compatible with its business, to conduct its operations on a cooperative basis for the benefit of its members and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is two hundred thousand (200,000) of which one hundred thousand (100,000) shares of the par value of One Dollar (\$1.00) each, amounting in the aggregate to One Hundred Thousand Dollars (\$100,000) shall be common stock and of which one hundred thousand (100,000) shares of the par value of One Dollar (\$1.00)



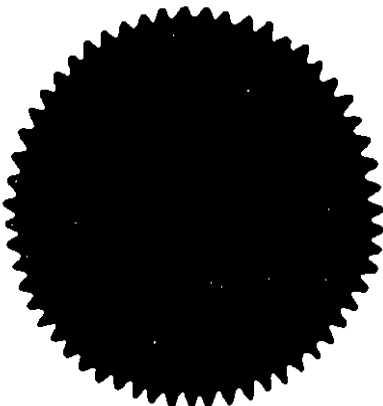
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "Agri-Mark, Inc.", as received and filed in this
office the twenty-first day of April, A.D. 1980, at 3 o'clock P.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twelfth *day*
of June *in the year of our Lord*
one thousand nine hundred and eighty.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State