



OFFICE OF THE SECRETARY OF STATE
BREMER EHRLER, SECRETARY OF STATE
APPLICATION FOR
CERTIFICATE OF WITHDRAWAL OF

590275

GENERAL FOODS CORPORATION *elst.*

Pursuant to the provisions of Kentucky Revised Statutes chapters 271B or 273, the undersigned corporation hereby applies for a Certificate of Withdrawal from the state of Kentucky and for that purpose submits the following statement:

The name of the corporation is GENERAL FOODS CORPORATION

The state or country of incorporation is DELAWARE

The corporation is not transacting business in Kentucky.

Said corporation hereby surrenders its authority to transact business in Kentucky.

Said corporation hereby revokes the authority of its registered agent in Kentucky to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in Kentucky during the time the corporation was authorized to transact business in Kentucky may thereafter be made on the corporation by service thereof on the Secretary of State in Kentucky.

The mailing address to which the Secretary of State may mail a copy of any process against the corporation that may be served is

KRAFT COURT, GLENVIEW, ILLINOIS 60025

The corporation hereby undertakes to notify the Secretary of State in the future of any change in its mailing address.

SSC-104(1/89)

(KY - 1515 - 1/1/89)



C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
 208 SOUTH LA SALLE STREET CHICAGO ILL 60604 • (312) 263-1414
 FAX (312) 263 1928

January 25, 1990

RE: Kraft, Inc. (Del. Dom.)
 Merged: General Foods Corporation (Del. Dom.)
 Changed name to: Kraft General Foods, Inc.
 CB 41924-3

COUNSEL:

Ms. Jane S. Leary, Corp. Cal.
 Law Dept.
 KRAFT, INC.
 Kraft Court-4W
 Glenview, IL 60025

Secretary of State
 Corporation Division
 P.O. Box 718
 Frankfort, Kentucky 40602-0718

Dear Sir/Madam:

Pursuant to instructions of Counsel, we enclose for filing the documents identified below:

<input type="checkbox"/> Incorporation	<input type="checkbox"/> Merger
<input type="checkbox"/> Qualification	<input type="checkbox"/> A. Domestic
	<input type="checkbox"/> B. Foreign
<input type="checkbox"/> Change of Agent/Office	<input type="checkbox"/> Dissolution
<input type="checkbox"/> A. Domestic	<input type="checkbox"/> A. Statement of Intent
<input type="checkbox"/> B. Foreign	<input type="checkbox"/> B. Certificate of Dissolution
<input type="checkbox"/> Amendment	<input type="checkbox"/> Withdrawal
<input type="checkbox"/> A. Domestic	
<input type="checkbox"/> B. Foreign	<input checked="" type="checkbox"/> Other
	<u>POST MERGER FILING</u>

Kindly send evidence to the undersigned. If there are any problems, please call at this toll free number: 800-621-1112.

Very truly yours,

C T CORPORATION SYSTEM

Marianne Kozicki
 Marianne Kozicki
 Service Representative

MK/la

SPECIAL INSTRUCTIONS: Please file upon receipt and confirm the same to the above, if possible. Also please simultaneously file the enclosed qualifications on behalf of KRAFT, INC. (DEL. DOM.) and GENERAL FOODS CORPORATION (DEL. DOM.).