

State of Idaho

Department of State

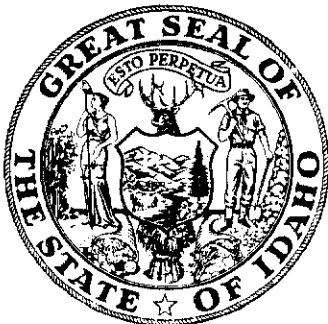
CERTIFICATE OF WITHDRAWAL
OF

WILLMAR DISTRIBUTORS, INC.
File Number C 93443

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WILLMAR DISTRIBUTORS, INC. for a Certificate of Withdrawal from this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: July 8, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Alisa Hartley

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

To the Secretary of State of Idaho

Pursuant to Section 30-1-119, *Idaho Code*, the undersigned Corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

1. The name of the corporation is Willmar Distributors, Inc.
The name which is used in Idaho is Willmar Distributors, Inc.
2. It is incorporated under the laws of Delaware
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho 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 the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation may be mailed is 10400 Fernwood Road
Dept. 862 Bethesda, Maryland 20817
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for, and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By [Signature] Its President/Vice President (please specify) And [Signature] Its Secretary/Assistant Secretary (please specify)

STATE OF Maryland
COUNTY OF Montgomery

I, Angela Koutsoukos, a notary public, do hereby certify that on this 27th day of June, 19 97, personally appeared before me Christopher G. Townsend, who being by me first duly sworn, declared that (s)he is the Vice President of Willmar Distributors, Inc.

that (s)he signed the foregoing documents as Vice President of the corporation and that the statements therein contained are true.

ANGELA KOUTSOUKOS
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires February 21, 2000

Angela Koutsoukos
Notary Public

Submit application and filing fee
Office of the Secretary of State
Corporations Division

IDAHO SECRETARY OF STATE
07/08/1997 09:00
CK: 11802793 CT: 47921 NH: 19145
1 @ 20.00 = 20.00 FOR WITHDR