

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

FRANKLIN GIRARD, Secretary of State of the State of Idaho, and legal custodian of the
on records of the State of Idaho, do hereby certify that

PACIFIC FRUIT AND PRODUCE COMPANY, INC.

tion duly organized and existing under the laws of Delaware has fully
with Section 10 of Article II of the Constitution, and with Sections 29-501 and 29-502,
de, Annotated, by filing in this office on the 15th day of January,
properly authenticated copy of its articles of incorporation, and on the 15th
January, 1936, a designation of Oliver O. Hega in
ty of Ada as statutory agent for said corporation within the State of
oon whom process issued by authority of, or under any law of this State, may be served.

D I FURTHER CERTIFY, That said corporation has complied with the laws of the State
relating to corporations not created under the laws of the State, as contained in Chapter
29, Idaho Code, Annotated, and is therefore duly and regularly qualified as a corporation
, having the same rights and privileges, and being subject to the same laws, as like
corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed

the Great Seal of the State. Done at Boise City,
the Capital of Idaho, this 15th day
of January, in the year of our Lord
one thousand nine hundred thirty- six,
and of the Independence of the United States of
America the One Hundred Sixtieth.

Secretary of State.

DESIGNATION OF AGENT AND ACCEPTANCE OF THE PROVISIONS OF THE CONSTITUTION
OF THE STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

That PACIFIC FRUIT AND PRODUCE COMPANY, INC.
a Corporation organized and existing under the laws of the State of
Delaware having filed in the office of the Secretary of
the State of Idaho a duly authenticated copy of its Articles of Incorporation,
does hereby, in pursuance of the laws of the State of Idaho, make this
certificate, and does hereby designate Ada County,
in the State of Idaho as the County in which the principal place of business
of said Corporation in said State of Idaho shall be located, and does hereby
designate Oliver O. Haga
residing at Boise
in said Ada County, as Authorized Agent of said Corpora-
tion in said State of Idaho, upon whom process issued by authority of, or
under any law of the State of Idaho, may be served, as provided by the Con-
stitution and laws of said State of Idaho.

And the said Pacific Fruit and Produce Company, Inc.
desiring and intending to conform in all respects to the Constitution and
laws of said State, and to avail itself of the rights, privileges and im-
munities guaranteed by said Constitution and laws, does hereby accept the
provisions of the Constitution of the State of Idaho for all the intents and
purposes contemplated by the provisions thereof, relating to such acceptance
by other than municipal corporations.

IN WITNESS WHEREOF, The said Pacific Fruit and Produce Company, Inc.

(SEAL)

has caused this Certificate and Acceptance
to be executed, acknowledged, and delivered in
its name and on its behalf, by its President,
and to be attested by its Secretary, and has
caused its corporate seal to be hereunto affixed at

Seattle in the County of King
State of Wash. this 2nd day of January 1936

Attest:

Phillips Dickinson
Secretary.

PACIFIC FRUIT AND PRODUCE COMPANY, INC.
Secretary.

By

President.

STATE OF WASHINGTON)
County of King) ss.

On this 2nd day of January in the year 1936,
before me, Florence Ethington a Notary Public in and for said
County, in the State aforesaid, personally appeared J. O. Gallagher
known to me to be the President of the Corporation that executed the within and
foregoing instrument and acknowledged to me that such Corporation executed the
same.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my notarial seal this 2nd
day of January A. D. 1936.

(SEAL)

Florence Ethington
Notary Public in and for the State of Washington
residing at Seattle
Official Title.

My commission expires on the 17th day of March, 1937.

NOTE - One copy to be filed for record with the Secretary of State, Boise,
Idaho, and copy duly certified by Secretary of State filed with Clerk of the
District Court in the County where the principal place of business is located.

State of Washington,)
County of King) ss.

Nº 2865

CARROLL CARTER [REDACTED] County Clerk of King County, and ex-officio Clerk of the Superior
Court of the State of Washington, for the County of King, the same being a Court of Record, do hereby certify that

Florence Ethington the person whose name is subscribed to the
annexed acknowledgment, certificate of proof or affidavit, and before whom the same was taken, was at the date thereof,
and is now a Notary Public in and for the said State, duly appointed and commissioned; that by virtue of his said office, he
is authorized to take acknowledgments and proofs of deeds or conveyances of lands, tenements and hereditaments situate, lying
and being in said State of Washington, and to administer oaths.

I DO FURTHER CERTIFY that I am acquainted with the handwriting of the
said Notary Public and verily believe the name subscribed to the said annexed
acknowledgment, certificate of proof or affidavit, is his proper and genuine signature,
and that the same is executed according to the laws of the State of Washington.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal
of said Court at Seattle, King County, Washington, this 13th

day of January, A. D. 1936
CARROLL CARTER [REDACTED] Clerk.

By Leslie Miller Deputy.

Certified Copy

Certificate of Incorporation

OF

GENERAL FRUIT CORPORATION

CERTIFICATE OF INCORPORATION

OF

GENERAL FRUIT CORPORATION

FIRST: The name of the Corporation is

GENERAL FRUIT CORPORATION.

SECOND: The respective names of the County and of the City within the County in which the principal office of the Corporation is located in the State of Delaware are the City of Wilmington and the County of New Castle. The name of the resident agent of the Corporation is The Corporation Trust Company. The street and number of said principal office and address by street and number of said resident agent is No. 100 West Tenth Street, in the City of Wilmington.

THIRD: The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on by it are as follows:

(1) To grow, produce, manufacture, adapt, prepare, acquire, buy, sell, import, export, market, distribute, encumber and in every manner deal in and with fruit, vegetables and every sort and kind of agricultural and/or food products and supplies.

(2) To acquire, construct, buy, lease, own, operate, mortgage, encumber, sell or otherwise dispose of warehouses, refrigerating and/or cold storage plants, store houses, store rooms, automobiles, trucks, airplanes, freight or other cars and any and all other equipment, appurtenances

and/or facilities incidental to the conduct of any of the businesses enumerated in this Certificate of Incorporation.

(3) To conduct a general express, freight and/or delivery service in connection with the business of the Corporation and/or on behalf of others, and to manufacture, buy or otherwise acquire, equip, own, operate, mortgage, sell or otherwise dispose of and to generally deal in and with any and all appliances, equipment, appurtenances or facilities incidental thereto.

(4) To acquire by purchase, subscription, contract or otherwise, and to hold for investment or otherwise, sell, exchange, mortgage, pledge or otherwise dispose of, or turn to account or realize upon, and generally to deal in and with all forms of securities, including, but not by way of limitation, shares, stocks, bonds, debentures, notes, scrip, mortgages, evidences of indebtedness, certificates of indebtedness and certificates of interest issued or created in any and all parts of the world by corporations, associations, partnerships, firms, trustees, syndicates, individuals, governments, states, municipalities or other political or governmental divisions or subdivisions, or by any combinations, organizations or entities whatsoever, or issued or created by others, irrespective of their form or the name by which they may be described, and all trust, participation and other certificates of, and receipts evidencing, interest in any such securities, and to issue in exchange therefor or in payment thereof, in any manner permitted by law, its own stock, bonds, debentures or its other obligations or securities, subject to the provisions of this certificate, or to make payment therefor by any other lawful means of payment

whatsoever; to exercise any and all rights, powers, and privileges of individual ownership or interest in respect of any and all such securities or evidences of interest therein, including the right to vote thereon and to consent and otherwise act with respect thereto; to do any and all acts and things for the preservation, protection, improvement and enhancement in value of any and all such securities or evidences of interest therein, and to aid by loan, subsidy, guaranty or otherwise those issuing, creating, or responsible for any such securities or evidences of interest therein; to acquire or become interested in any such securities or evidences of interest therein, as aforesaid, by original subscription, underwriting, loan, participation in syndicates or otherwise and irrespective of whether or not such securities or evidences of interest therein be fully paid or subject to further payments; to make payments thereon as called for or in advance of calls or otherwise, and to underwrite or subscribe for the same conditionally or otherwise and either with a view to investment or for re-sale or for any other lawful purpose.

(5) To endorse or guarantee the payment of principal and/or interest or dividends upon, and to guarantee the performance of sinking fund or other obligations, of any stocks, bonds, obligations or other securities or evidences of indebtedness, and to guarantee in any way and in so far as may be permitted by law the performance of any of the contracts or other undertakings in which the Corporation may otherwise be or become interested, of any corporation, association, partnership, firm, trustee, syndicate, individual, government, state, municipality or other political or governmental division or subdivision domestic or foreign.

(6) To make, enter into and carry out any arrangements, which may be deemed to be for the benefit of the Corporation, with any corporation, association, partnership, firm, trustee, syndicate, individual, government, state, municipality or other political or governmental division or subdivision domestic or foreign, or of any combination, organization or entity, domestic or foreign; to obtain therefrom or otherwise to acquire by purchase, lease, assignment or otherwise, any powers, rights, privileges, immunities, franchises, guaranties, grants and concessions; to hold, own, exercise, exploit, dispose of and realize upon the same and to undertake and prosecute any business dependent thereon; and to cause to be formed, to promote, to aid in any way the formation of and to manage any corporation, association or organization of any kind, domestic or foreign, for any such purposes.

(7) To cause to be formed, merged or reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law, the formation, merger, liquidation or reorganization of any corporation, association, or organization of any kind, domestic or foreign, and to form, organize, promote, manage, control and maintain and dissolve, merge, or consolidate one or more corporations in the shares or securities of which this Corporation may be or become interested, for such purpose or purposes as may aid or advance the objects and purposes of this Corporation.

(8) To acquire by lease, purchase, contract, concession or otherwise, and to own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage or otherwise turn to account, mortgage, grant, sell, exchange, convey or otherwise dis-

pose of, either within or without the State of Delaware and in any country, domestic or foreign, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests and properties of every description and nature whatsoever which the Corporation may deem wise and proper in connection with the conduct of any business or businesses herein enumerated.

(9) To apply for, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge or otherwise dispose of:

(a) Any and all inventions, devices, processes and any improvements and modifications thereof.

(b) Any and all letters patent of the United States or of any other country, state, territory or locality as aforesaid, and all rights connected therewith or appertaining thereunto.

(c) Any and all copyrights granted by the United States or any other country, state, territory, or locality as aforesaid.

(d) Any and all trademarks, trade names, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States or of any other country, state, territory or locality.

(10) To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation, heretofore or hereafter

engaged in any business similar to the business of this Corporation or otherwise, and to pay for the same in cash or in stock or obligations of the Corporation or otherwise, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation, and to conduct in any lawful manner in the State of Delaware and/or in any other state, territory, locality or country the whole or any part of the business thus acquired, provided such business is not prohibited by the Laws of the State of Delaware.

(11) To borrow or raise money to any amount permitted by the General Corporation Laws of the State of Delaware by the sale or issue of bonds, notes, debentures, collateral trust certificates or other obligations of any nature or in any manner, and to secure the same by mortgage or other liens upon any and all of the property, real, personal or in action, of every description whatsoever, or any portion thereof, of the Corporation.

(12) To do, in the State of Delaware, or in any other country, state, territory or locality, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or attainment of any one or more of the objects herein enumerated or incidental to the powers herein specified, or which shall at any time appear conducive to or expedient for the accomplishment of any of the purposes or attainment of any of the objects hereinbefore enumerated not inconsistent with the laws of the State of Dela-

ware and to execute from time to time such general or special powers of attorney, and to such persons as the Board of Directors may approve, granting to such persons all powers, either in the United States or in any other country, state, territory or locality which the Board of Directors may deem proper, and to revoke such powers of attorney as and when the Board of Directors may desire.

(13) To purchase, hold, cancel, reissue, sell or transfer shares of its own capital stock, provided that it shall not purchase shares of its own capital stock when such purchase would cause any impairment of its capital, and, further, that shares of its own capital stock belonging to it directly or indirectly shall not be voted upon.

(14) To have and maintain one or more offices outside the State of Delaware at which meetings of stockholders and directors may be held, and all or any part of the Corporation's business may be conducted.

(15) To manufacture, produce, purchase or otherwise acquire, sell or otherwise dispose of, import, export, distribute, deal in and with, whether as principal or agent, goods, wares, merchandise, and materials of every kind and description, whether now known or hereafter to be discovered or invented.

(16) To undertake, conduct, manage, assist, promote, and participate in every kind of commercial, agricultural, industrial, mercantile or mining enterprise, business, undertaking, venture or operation in any state, territory, dependency or colony of the United States or its insular possessions or in the District of Columbia, or in any foreign country.

(17) To undertake, contract for, carry on or manage any business incidental to or in aid of, or advantageous in pursuance of, any of the objects or purposes of the Corporation.

(18) To do any of the things hereinbefore enumerated for itself or for account of others and to make and perform contracts for doing any part thereof.

It is the intention that the objects and purposes set forth in the foregoing clauses shall not, unless otherwise specified herein, be in any wise limited or restricted by reference to or inference from the terms of any other clause of this Certificate of Incorporation, but that the objects and purposes specified in each of said clauses shall be regarded as independent objects and purposes.

It is also the intention that the foregoing clauses shall be construed as powers as well as objects and purposes, and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation, and generally the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the "General Corporation Law of the State of Delaware."

Nothing in this Certificate contained shall be construed as authorizing this Corporation to issue bills, notes or other evidences of debt for circulation as money, or to carry on the business of receiving deposits of money or the business of buying gold or silver bullion or foreign coins or as authorizing the Corporation to engage in the business of banking or insurance or to carry on the business of constructing or maintaining public utilities in the State of Delaware.

FOURTH: The total number of shares that may be issued by this Corporation is Five hundred thousand (500,000), all of which are to be without par value. The amount of the capital with which this Corporation will commence business shall not be less than one thousand (\$1,000) dollars.

No holder of stock or of securities convertible into, or evidencing the right to purchase, stock of this Corporation shall be entitled as of right to subscribe for, purchase or receive any part of any issue of stock or of securities convertible into, or evidencing the right to purchase, stock now or hereafter authorized, but all of such additional shares of stock or of securities convertible into, or evidencing the right to purchase, stock may be issued and disposed of by the Board of Directors to such person or persons, firm or corporation and at such price and for such consideration as the Board of Directors in their absolute discretion may deem advisable.

FIFTH: The names and places of residence of the incorporators are as follows:

<i>Names</i>	<i>Places of Residence</i>
James O. Gallagher	903 36th Ave. North, Seattle, Wash.
Phillips Dickinson	1710 E. Denny Way, Seattle, Wash.
Kenneth L. Ward	Cornelius Apts., Seattle, Wash.

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: The number of directors of the Corporation shall be fixed by its By-laws and may be changed from time

to time by amending the By-laws as therein provided. In the case of any increase in the number of directors of the Corporation, the additional directorships created may be filled in the first instance in the same manner as a vacancy in the Board of Directors. A director need not be a stockholder. The election of directors of the Corporation need not be by ballot unless the By-laws so require.

The Board of Directors may, by resolution or resolutions, passed by a majority of the whole board, designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which to the extent provided in said resolution or resolutions or in the By-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have the power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

NINTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized:

(a) To make, alter, amend and repeal the By-laws of the Corporation, in any manner not inconsistent with the laws of the State of Delaware or of the Certificate of Incorporation of the Corporation, subject to the power of the holders of the capital stock to alter or repeal the By-laws made by the Board of Directors;

(b) Subject to the applicable provisions of the By-laws then in effect, to determine from time to

time whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation except as conferred by the laws of the State of Delaware unless and until authorized so to do by resolution of the Board of Directors, or of the stockholders of the Corporation;

(c) To determine that only a part of the consideration (which part shall be expressed in dollars) which shall be received by this Corporation for any of the shares of its capital stock which it may issue from time to time, shall be capital, and that the balance of the consideration thus received shall be surplus.

(d) To increase the capital of this Corporation from time to time by resolution, directing that a portion of the net assets of this Corporation in excess of the amount theretofore determined to be capital, be transferred to capital account.

(e) To determine whether any, and if any, what part, of the annual net profits of the Corporation or of its net assets in excess of its capital shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition of any such annual net profits or net assets in excess of capital;

(f) To fix from time to time the amount of the profits of the Corporation to be reserved as working capital or for any other lawful purpose and from time to time to increase, diminish, and vary the amounts so set aside for working capital and

for other corporate purposes, in their absolute discretion;

(g) Without the assent or vote of the stockholders, to authorize and issue obligations of the Corporation, secured or unsecured, to include therein such provisions as to redeemability, convertibility or otherwise, as such Board of Directors, in its discretion, may determine, and to authorize the mortgaging or pledging, as security therefor, of any property of the Corporation, real or personal, including after-acquired property.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the Laws of the State of Delaware, of the Certificate of Incorporation and of the By-laws of the Corporation.

TENTH: At any time and from time to time when authorized by resolution of the Board of Directors and without any action by its stockholders, except as otherwise specifically provided by the Certificate of Incorporation or the By-laws of the Corporation, and subject nevertheless, to the provisions of the Laws of the State of Delaware, the Corporation may issue or sell any shares of its capital stock of any class, whether out of the unissued shares thereof authorized by the Certificate of Incorporation of the Corporation as originally filed or by any amendment thereof or out of shares of its stock acquired by it after the issue thereof, and whether or not the shares thereof so issued or sold shall confer upon the holders thereof the right to exchange such shares for other shares of stock of the Corporation of any class or classes. The Board of Directors shall have authority to fix the consid-

eration to be received by the Corporation for any such shares so issued or sold. Each share of the capital stock of the Corporation issued or sold pursuant to the foregoing provisions of this Article TENTH and the full consideration for which in each case as so fixed by the Board of Directors shall have been paid or delivered to the Corporation, shall be conclusively deemed to be full paid stock and shall not be liable to any further call or assessments thereon, and the holder thereof shall not be liable for any further payments in respect thereof. The Corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, cash, labor done, personal property or real property or leases thereof, and in the absence of actual fraud in the transaction, the judgment of the Board of Directors of the Corporation as to the value of the labor, property, real estate or leases thereof so received, shall be conclusive.

ELEVENTH: By resolution of its Board of Directors the Corporation shall have power to create and issue, whether or not in connection with the issue and sale of any shares of stock or other securities of the Corporation, rights or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, such rights or options to be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices at which any such shares may be purchased from the Corporation upon the exercise of any such right or option shall be such as shall be fixed and stated in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and, in every case, set forth or incorporated by reference in the instrument or instruments evidencing such rights or op-

tions; provided, however, that, in case the shares of stock of the Corporation to be issued upon the exercise of such rights or options shall be shares having a par value, the price or prices so to be received therefor shall not be less than the par value thereof.

TWELFTH: Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time in such manner as shall be provided in the By-laws of the Corporation.

No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

Any contract, transaction or act of the Corporation or of the directors or of any committee, which shall be rati-

fied by a majority of a quorum of the stockholders of the Corporation at any annual meeting, or at any special meeting called for such purpose, shall, in so far as permitted by law or by the Certificate of Incorporation of the Corporation, be as valid and as binding as though ratified by every stockholder of the Corporation.

THIRTEENTH: This Corporation reserves the right to amend, change or repeal any provision in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred upon stockholders herein are subject to this reserved power.

FOURTEENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise

or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of the Corporation, as the case may be, and also on the Corporation.

IN WITNESS WHEREOF, we, the undersigned, being all of the incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware, do make, file and record this Certificate of Incorporation in writing, in the manner required by law, hereby declaring and certifying that the facts herein stated are truly set forth, and we have accordingly hereunto set our respective hands and seals this 26th day of December, A. D. 1930.

J. O. GALLAGHER (SEAL)

PHILLIPS DICKINSON (SEAL)

KENNETH L. WARD (SEAL)

In Presence of

WM. R. CRAWFORD, JR.

STATE OF WASHINGTON, }
COUNTY OF KING, } ss.:

BE IT REMEMBERED, that on the 26th day of December, 1930, personally appeared before me, GERALD DeGARMO, a Notary Public, in and for the County and State aforesaid, JAMES O. GALLAGHER, PHILLIPS DICKINSON, and KENNETH L. WARD, all the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I having made known to them and each of them the contents of said Certificate of Incorporation, they did severally acknowledge the same to be the voluntary act and deed of the signers, respectively, and each deposed that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

GERALD DeGARMO,

*Notary Public in and for the State of
Washington, residing at Seattle.*
~~(Notarial Seal)~~

*Gerald De Garmo,
Notary Public
Commission Expires July 26th 1931
State of Washington*

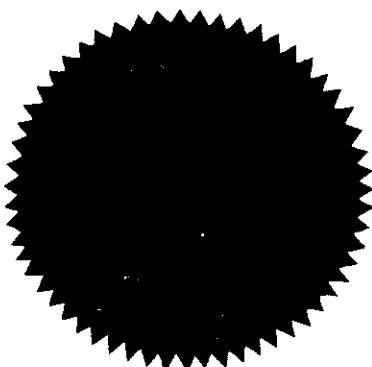
State of Delaware



Office of Secretary of State

I Walter Dent Smith, 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 "GENERAL FRUIT CORPORATION", as received and filed in this office the second day of January, A. D. 1931, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover, this third day of December in the year of our Lord one thousand nine hundred and thirty-five.



Walter Dent Smith

Secretary of State