

Department of State.

CERTIFICATE OF DISSOLUTION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of dissolution of TOWN AND COUNTRY BAKING COMPANY, file number 33455, was filed in the Office of the Secretary of State on December 29th, 19 78, and that the articles comply with Chapter 3, Title 30, Idaho Code.

I FURTHER CERTIFY, That the corporation is dissolved and that the corporate existence shall cease as of this date.

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 29th day of December, 19 78, A.D., 19 78.

PETE T. CENARRUSA
Secretary of State

Corporation Clerk

ARTICLES OF DISSOLUTION
OF
TOWN AND COUNTRY BAKING COMPANY
UPON UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS

* * * * *

The undersigned corporation organized under the laws of the State of Idaho for the purpose of dissolving the corporation and pursuant to the provisions of Sections 30-302 and 30-304 of the Idaho Code adopts the following Articles of Dissolution.

All of the shareholders in writing consented to and authorized that the undersigned corporation be dissolved.

1. The name of the corporation is
TOWN AND COUNTRY BAKING COMPANY

2. The post office address of the corporation is
c/o C T Corporation System, 300 North 6th St., Boise, Idaho 83701.

3. The names and addresses of its officers are:

| <u>NAMES</u> | <u>TITLES</u> | <u>ADDRESSES</u> |
|-----------------|----------------|--|
| H. J. ASHTON | President | Clapboard Ridge Road Greenwich, Connecticut |
| E. H. HOORNSTRA | Vice President | Kent Place Clearwater, Florida |

| <u>NAMES</u> | <u>TITLES</u> | <u>ADDRESSES</u> |
|---------------------|-------------------------------|--|
| L. A. GUZZETTI, JR. | Vice President & Secretary | Van Buskirk Avenue Stamford, Connecticut |
| R. J. NEVILLE | Treasurer | Ponus Ridge Road New Canaan, Connecticut |
| W. H. BERTIN | Assistant Secretary | September Lane Weston, Connecticut |
| R. H. MAYE | Assistant Treasurer | 2391 Webb Avenue New York, New York |
| A. P. PANAZZOLO | Assistant Treasurer | 162 Woodland Avenue Pearl River, New York |

4. The names and addresses of its directors are:

| <u>NAMES</u> | <u>ADDRESSES</u> |
|---------------------|--|
| H. J. ASHTON | Clapboard Ridge Road Greenwich, Connecticut |
| L. A. GUZZETTI, JR. | Van Buskirk Avenue Stamford, Connecticut |
| E. H. HOORNSTRA | Kent Place Clearwater, Florida |

5. The notices required by Section 30-302 (c) were duly given.

6. All debts, obligations and liabilities of the corporation have been paid and discharged or adequate provision has been made therefor.

7. All of the remaining property and assets of the corporation have been distributed in accordance with the distribution provision in the Articles of Incorporation or if there be no such provision among the shareholders in proportion to their respective holdings.

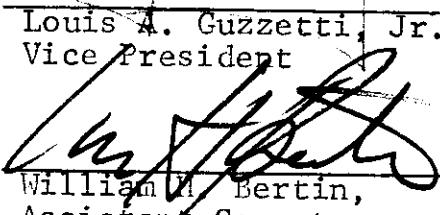
8. There are no suits pending against the corporation in any court or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending suit.

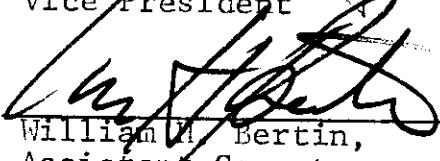
IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Dissolution to be executed, in triplicate, in its name by its Vice President and by its Assistant Secretary.

Dated this 14th day of December, 1978.

TOWN AND COUNTRY BAKING COMPANY

By


Louis A. Guzzetti, Jr.,
Vice President


William M. Bertin,
Assistant Secretary

STATE OF CONNECTICUT)
COUNTY OF FAIRFIELD) SS:

I, *Elizabeth J. Marta*, a Notary Public, do hereby certify that on the *14th* day of December, 1978, personally appeared before me LOUIS A. GUZZETTI, JR., the Vice President, and WILLIAM H. BERTIN, the Assistant Secretary, of TOWN AND COUNTRY BAKING COMPANY, the officers executed the foregoing Articles of Dissolution and who being duly sworn acknowledged that they signed the Articles of Dissolution as officers of the corporation and they declared that the statements and facts contained therein are true.

IN WITNESS WHEREOF, I set my hand and seal this *14th* day of December, 1978.

Elizabeth J. Marta

Notary Public

(SEAL)

My Commission Expires: *March 31, 1981*

IDAHO

SHAREHOLDERS UNANIMOUS WRITTEN CONSENT TO DISSOLUTION
OF
TOWN AND COUNTRY BAKING COMPANY

* * * * *

WE, THE SUBSCRIBERS, being all of the shareholders of record of TOWN AND COUNTRY BAKING COMPANY, a corporation organized and existing under the laws of the State of Idaho, deeming it advisable and most for the benefit of said corporation that the same should be dissolved, DO HEREBY GIVE OUR CONSENT in writing to its dissolution pursuant to the provisions of Section 30-302 (b) of the Idaho Code. It shall be deemed that the signing of this Consent constitutes authority to dissolve the corporation.

IN WITNESS WHEREOF, these presents have been signed this 14th day of December, A.D. 1978.

GENERAL HOST CORPORATION

By:

Louis A. Guzzetti, Jr.
Vice President

CERTIFICATION BY SECRETARY AS TO EXECUTION
OF
CONSENT TO DISSOLVE

STATE OF NEW YORK)
COUNTY OF) SS:

LOUIS A. GUZZETTI, JR., being duly sworn deposes and says:

I am the Secretary of TOWN AND COUNTRY BAKING COMPANY and know the names of all of the shareholders of record of the corporation.

I certify that the consent to dissolve has been signed by all of the shareholders of record of the corporation and that the signatures appearing upon the consent are the signatures of all of the shareholders.

Louis A. Guzzetti, Jr., Secretary

Subscribed and sworn to before me this 14th day of December, 1978.

Notary Public

My Commission Expires Mar. 31, 1981