

**FILED**  
Dec 31 2 34 PM '98

**ARTICLES OF MERGER  
OF  
STOKELY USA, INC.  
(a Wisconsin corporation)  
AND  
FRIDAY CANNING CORPORATION  
(a Wisconsin corporation)  
INTO  
AMERICAN FINE FOODS, INC.  
(an Idaho stock corporation)**

These Articles of Merger are executed by the undersigned pursuant to Section 180.1105 of the Wisconsin Business Corporation Law (the "WBCL") and Section 31-1-1105 of the Idaho Business Corporation Act (the "IBCA"):

**ARTICLE I**

Stokely USA, Inc., and Friday Canning Corporation, each a Wisconsin corporation, will be the non-surviving corporations.

**ARTICLE II**

American Fine Foods, Inc., an Idaho corporation, will be the surviving corporation.

**ARTICLE III**

The Plan of Merger (the "Plan"), as adopted by the Boards of Directors of Stokely USA, Inc., Friday Canning Corporation and American Fine Foods, Inc. is attached hereto as Exhibit A.

**ARTICLE IV**

The Plan was approved by the sole shareholder of Stokely USA, Inc. and otherwise in accordance with Section 180.1103 of the WBCL.

**IDAH0 SECRETARY OF STATE**

**12/30/1998 09:00**  
CX: 49168 CT: 1177 BH: 174418

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## ARTICLE V

The designation and number of outstanding shares of each class of capital stock of Stokely USA, Inc. entitled to vote on the Plan as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common	47,467,434

## ARTICLE VI

The number of shares of common stock of Stokely USA, Inc. voted for the Plan was 47,467,434; and the number of shares voted against such amendment was zero (0).

## ARTICLE VII

The plan was approved by the sole shareholder of Friday Canning Corporation and otherwise in accordance with Section 180-1103 of the WBCL.

## ARTICLE VIII

The designation and number of outstanding shares of each class of capital stock of Friday Canning Corporation entitled to vote on the Plan as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common	1,381
Class B Non -Voting	6,779

## ARTICLE IX

The number of shares of common stock of Friday Canning Corporation voted for the Plan was 1,381; the number of shares of Class B Non-Voting stock of Friday Canning Corporation voted for the Plan was 6,779; and the number of shares voted against the Plan was zero (0).

## ARTICLE X

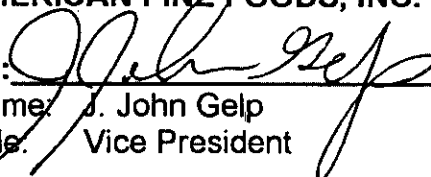
Shareholder approval of the Plan by the sole shareholder of American Fine Foods, Inc. was not required in accordance with Section 30-1-1103(7) of the IBCA.

## ARTICLE XI

These Articles of Merger, when filed, shall be effective at 11:30 p.m. (eastern time zone) on December 31, 1998.

IN WITNESS WHEREOF, the undersigned officer of American Fine Foods, Inc., has executed these Articles of Merger as of this 30<sup>th</sup> day of December 1998.

**AMERICAN FINE FOODS, INC.**

By:   
Name: J. John Gelp  
Title: Vice President

This instrument was drafted by and is returnable to:

Barbara Wagner, Esq.  
Associate General Counsel  
Chiquita Brands International, Inc.  
250 E. Fifth Street  
Cincinnati, Ohio 45202  
(513) 784-8616

## EXHIBIT A

### AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan of Merger") is made and entered into as of December 30, 1998, between American Fine Foods, Inc., an Idaho corporation ("Acquirer"), Stokely USA, Inc., a Wisconsin corporation ("Stokely"), and Friday Canning Corporation, a Wisconsin corporation ("Friday", and together with Stokely, the "Companies"). Acquirer and the Companies are hereinafter sometimes collectively referred to as the "Constituent Corporations."

#### RECITALS

Acquirer is a corporation duly organized and validly existing under the laws of the State of Idaho. As of the date hereof, the authorized capital stock of Acquirer consists of 2,000,000 shares of common stock, \$1.00 par value per share ("Acquirer Common Stock"), of which 816,731 shares are issued and outstanding.

Stokely is a corporation duly organized and validly existing under the laws of the State of Wisconsin. As of the date hereof, the authorized capital stock of Stokely consists of 100,000,000 shares of Stokely common stock, \$.01 par value per share ("Stokely Common Stock"), of which 47,467,434 shares are issued and outstanding.

Friday is a corporation duly organized and validly existing under the laws of the State of Wisconsin. As of the date hereof, the authorized capital stock of Friday consists of 2,250 shares of Friday common stock, \$100.00 par value per share ("Friday Common Stock"), of which 1,381 shares are issued and outstanding and 22,500 shares of Class B Non-Voting Stock, \$.10 par value per share ("Friday Class B Stock"), of which 6,779 shares are issued and outstanding.

Acquirer and the Companies have entered into this Agreement and Plan of Merger which contemplates the merger of the Companies with and into the Acquirer (the "Merger"). In consideration of the premises and the mutual covenants and agreements contained herein, Acquirer and the Companies hereby covenant and agree as follows:

#### Article I.

1.01 Merger of the Companies into the Acquirer. The Companies shall be merged with and into the Acquirer at the Effective Time (as defined in Section 1.02 hereof) in accordance with the applicable provisions of the Wisconsin Business Corporation Law ("WCBL") and Idaho Business Corporation Act ("IBCA"). Simultaneously with the effectiveness of the Merger, (a) the separate existence of each of the Companies shall cease, and (b) the Acquirer, as the surviving corporation (the "Surviving Corporation"), shall continue to exist under and be governed by the IBCA.

1.02 Effective Time. The Merger shall be consummated following the receipt of appropriate Articles of Merger by the Department of Financial Institutions of the State of Wisconsin ("WDFI") in the form and manner required by the WBCL and following receipt of appropriate Articles of Merger by the Secretary of State of the State of Idaho in the form and manner required by the IBCA. The "Effective Time" shall be 11:30 p.m. on December 31, 1998 (eastern time zone).

1.03 Effect of the Merger. The effect of the Merger shall be as provided in Section 180.1106 of the WBCL and Section 30-1-1106 of the ICBA.

1.04 Additional Actions. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect, or confirm, of record or otherwise, in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of the Companies or the Acquirer acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan of Merger, each of the Companies, the Acquirer and their proper officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger; and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Companies and the Acquirer or otherwise to take any and all such action.

## **Article II.**

2.01 Name. The name of the Surviving Corporation shall continue to be American Fine Foods, Inc.

2.02 Articles of Incorporation. The Articles of Incorporation of the Acquirer, as in effect immediately prior to the Effective Time will, from and after the Effective Time, be the Articles of Incorporation of the Surviving Corporation until the same are duly amended in accordance with applicable law.

2.03 Bylaws. The bylaws of the Acquirer, as in effect immediately prior to the Effective Time will, from and after the Effective Time, be the Bylaws of the Surviving Corporation until the same are amended as provided therein or as provided in the Articles of Incorporation of the Surviving Corporation.

2.04 Officers and Directors. At the Effective Time, the officers and directors of the Surviving Corporation shall be the persons serving in such positions of Acquirer immediately prior to the Effective Time.

### **Article III.**

**3.01 Conversion of Securities.** The manner of converting outstanding shares of the capital stock of each of the Constituent Corporations into the shares or other securities of the Surviving Corporation shall be as follows:

(a) Each share of Acquirer Common Stock issued and outstanding immediately prior to the Effective Time shall be converted into and become one validly issued, fully paid and non-assessable share of Common Stock of the Surviving Corporation;

(b) Each share of Stokely Common Stock issued and outstanding immediately prior to the Effective Time shall be cancelled and surrendered to the Surviving Corporation at the Effective Time and no shares of stock of the Surviving Corporation or other consideration shall be issued in exchange therefor; and

(c) Each share of Friday Common Stock issued and outstanding immediately prior to the Effective Time shall be cancelled and surrendered to the Surviving Corporation at the Effective Time and no shares of stock of the Surviving Corporation or other consideration shall be issued in exchange therefor; and each share of Friday Class B Stock issued and outstanding immediately prior to the Effective Time shall be cancelled and surrendered to the Surviving Corporation at the Effective Time and no shares of stock of the Surviving Corporation or other consideration shall be issued in exchange therefor.

### **Article IV.**

**4.01 Counterparts.** This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute one agreement.

**4.02 Governing Law.** This Plan of Merger shall be governed in all respects, including, but not limited to validity, interpretation, effect and performance, by the laws of the State of Idaho.

**4.03 Amendment, Termination, Waiver.** Subject to applicable law, this Plan of Merger may be amended, modified, supplemented or terminated only by written agreement of Acquirer and the Companies, by their respective officers thereunto duly authorized, at any time prior to the Effective Time. Any of the terms or conditions of this Plan of Merger may be waived at any time by whichever of the Constituent Corporations is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such Constituent Corporation.

IN WITNESS WHEREOF, each of the Constituent Corporations have caused this Plan of Merger to be executed on their behalf by their officers hereunto duly authorized all as of the date first above written.

STOKELY USA, INC.

By: /s/ Robert W. Olson

Name: Robert W. Olson

Title: Vice President

FRIDAY CANNING CORPORATION

By: /s/ Anthony D. Battaglia

Name: Anthony D. Battaglia

Title: Vice President

AMERICAN FINE FOODS, INC.

By: /s/ J. John Gelp

Name: J. John Gelp

Title: Vice President