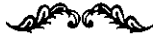




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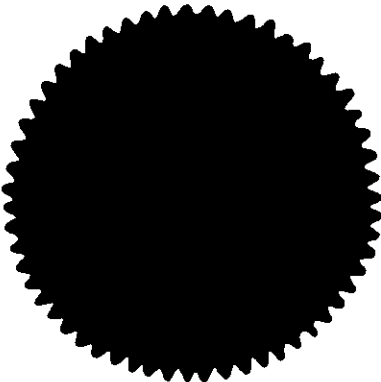
I, Michael Harkins, Secretary of State of the State of Delaware,

do hereby certify that the Certificate of Ownership of the "CONAGRA, INC.", a corporation organized and existing under the laws of the State of Delaware, merging "ARMOUR FOOD COMPANY", a corporation organized and existing under the laws of the State of Delaware, pursuant to Section 253 of the General Corporation Law of the State of Delaware, was received and filed in this office the twenty-eighth day of May, A.D. 1985, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

And I do hereby further certify that the aforesaid Corporation is duly incorporated under the laws of the State of Delaware and is in good standing and has a legal corporate existence so far as the records of this office show and is duly authorized to transact business.

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



Michael Harkins

Michael Harkins, Secretary of State