

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
CONAGRA FOODS FOOD INGREDIENTS COMPANY, INC.**

File Number C 155278

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 23 June 2004



Ben Ysursa

SECRETARY OF STATE

By

Ben Ysursa

2001 JUN 23 PM 2:16
STATE OF IDAHO

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

ConAgra Foods Food Ingredients Company, Inc.

2. The name which it shall use in Idaho is: _____

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: May 26, 2004

5. The address of its principal office is:

One ConAgra Drive, Omaha, NE 68102

6. The address to which correspondence should be addressed, if different from item 5, is:

1401 Shoreline Drive, Suite 2

7. The street address of its registered office in Idaho is: Boise, ID 83702

and its registered agent in Idaho at that address is: The Prentice-Hall Corporation System, Inc.

8. The names and respective business addresses of its directors and officers are:

Name

Office

Address

See attached officers/directors rider

Dated: June 18 2004

Signature: Debra L. Keith

Typed Name: Debra L. Keith

Capacity: Vice President, Tax

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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Revised07/2002

IDAHO SECRETARY OF STATE
06/23/2004 05:00
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C155278

ConAgra Foods Food Ingredients Company, Inc.**Directors**

| | |
|---------------------------|---|
| John F. Gehring | Director |
| Primary Address: | ConAgra Foods, Inc. Nine ConAgra Drive Omaha, Nebraska 68102-5001 (United States) |
| Owen C. Johnson | Director |
| Primary Address: | ConAgra Foods, Inc. One ConAgra Drive Omaha, Nebraska 68102-5001 (United States) |
| Scott E. Messel | Director |
| Primary Address: | ConAgra Foods, Inc. One ConAgra Drive Omaha, Nebraska 68102-5001 (United States) |
| Officers | |
| Dwight J. Goslee | President |
| Primary Address: | ConAgra Foods, Inc. One ConAgra Drive Omaha, Nebraska 68102-5001 (United States) |
| Gregory A. Heckman | Vice President |
| Primary Address: | ConAgra Foods Agricultural Products Company Eleven ConAgra Drive Omaha, Nebraska 68102-5001 (United States) |
| Debra L. Keith | Vice President, Tax |
| Primary Address: | ConAgra Foods, Inc. One ConAgra Drive Omaha, Nebraska 68102-5001 (United States) |
| Scott E. Messel | Vice President, Treasurer and Secretary |
| Primary Address: | ConAgra Foods, Inc. One ConAgra Drive Omaha, Nebraska 68102-5001 (United States) |
| Anthony M. Sanders | Vice President |
| Primary Address: | ConAgra Foods, Inc. Eleven ConAgra Drive Omaha, Nebraska 68102-5001 (United States) |

Delaware

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The First State

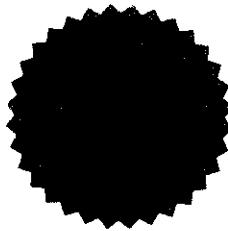
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONAGRA FOODS FOOD INGREDIENTS COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONAGRA FOODS FOOD INGREDIENTS COMPANY, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3155919

DATE: 06-07-04