

State of Idaho

Office of the Secretary of State

AMENDED CERTIFICATE OF AUTHORITY

OF

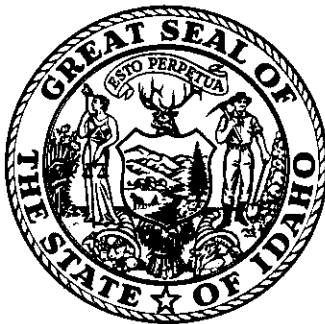
AGRILINK FOODS, INC.

File Number C 146383

I, BEN YSURSA, Secretary of the State, hereby certify that an Application for Amended Certificate of Authority, 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 Amended Certificate of Authority to reflect the name change from **AGRILINK FOODS, INC.** to **BIRDS EYE FOODS, INC.** and attach hereto a duplicate of the application for such amended certificate.

Dated: February 18, 2003



Ben Yursa

SECRETARY OF STATE

By *Sally Lloyd*



APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

(Instructions on back of application)

FILED/EFFECTIVE

FEB 18 AM 10:41

STATE OF IDAHO

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-1504, Idaho Code, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement. Complete only applicable items.

1. A Certificate of Authority was issued to the corporation by your office on: 11/25/2002, authorizing it to transact business in the State of Idaho under the name of: AgriLink Foods, Inc.
2. Its corporate name has been changed to: Birds Eye Foods, Inc.
3. The name which it shall use hereafter in the State of Idaho is: Birds Eye Foods, Inc.
4. It has changed its jurisdiction of incorporation, without a change of corporate identity to: _____

Dated: 2/10/03 Corporation Name: Birds Eye Foods, Inc.

Signature: Timothy Benjamin

Typed Name: Timothy Benjamin

Capacity: Vice President

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

C146383

IDAHO SECRETARY OF STATE

02/19/2003 05:00

CK: 88778 CT: 28168 BH: 663649

1 @ 30.00 = 30.00 AMEND CERT # 2

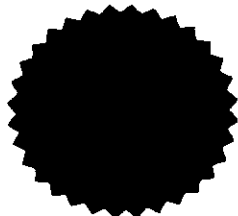
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Revised 07/2002

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AGRILINK FOODS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "BIRDS EYE FOODS, INC.", THE TENTH DAY OF FEBRUARY, A.D. 2003, AT 10:54 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2255160

DATE: 02-12-03

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TOTAL P.03