

State of Idaho

Office of the Secretary of State

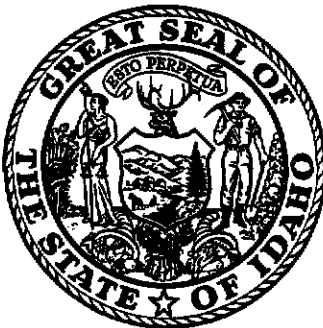
**CERTIFICATE OF AUTHORITY
OF
CONAGRA FOODS LAMB WESTON, INC.**

File Number C 173230

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: May 22, 2007



Ben Yursa

SECRETARY OF STATE

By *Sherp Decker*

FILED EFFECTIVE



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2007 MAY 22 AM 10:06

 SECRETARY OF STATE
STATE OF IDAHO

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

1. The name of the corporation is:
CONAGRA FOODS LAMB WESTON, INC.
2. The name which it shall use in Idaho is: CONAGRA FOODS LAMB WESTON, INC.
3. It is incorporated under the laws of: DELAWARE
4. Its date of incorporation is: 4/12/2007
5. The address of its principal office is:
ONE CONAGRA DRIVE, 1-237/OMAHA, NE 68102-5001
6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, 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 Held | Business Address |
|---------------------|-------------|------------------|
| PLEASE SEE ATTACHED | | |
| REPORT. | | |
| | | |
| | | |
| | | |
| | | |
| | | |

Dated: 5-18-07Signature: R D HarveyTyped Name: RANDALL D. HARVEYCapacity: VICE PRESIDENT, TAX

[The signer must be a director or an officer of the corporation.]

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

 To keep this document
 from being destroyed, print and
 retain a copy of this document.

 IDAHO SECRETARY OF STATE
 05/22/2007 05:00
 CK: 600473214 CT: 174430 DI: 1835266
 1 @ 100.00 = 100.00 AUTH PRO # 2

Web Form

C173230

ConAgra Foods Lamb Weston, Inc.**Directors****John F. Gehring****Director****Primary Address:****ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102-5001 (United States)****Leo A. Knowles****Director****Primary Address:****ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102 (United States)****Scott E. Messel****Director****Primary Address:****ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102-5001 (United States)****Officers****Gregory A. Heckman****President****Primary Address:****ConAgra Foods, Inc.
Eleven ConAgra Drive
Omaha, Nebraska 68102 (United States)****Tracey P. Beck****Vice President****Primary Address:****ConAgra Foods, Inc.
Five ConAgra Drive
Omaha, Nebraska 68102 (United States)****James G. Doyle****Vice President, Real Estate****Primary Address:****ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102-5001 (United States)****John F. Gehring****Vice President & Controller****Primary Address:****ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102-5001 (United States)****Randall D. Harvey****Vice President, Tax****Primary Address:****ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102-5001 (United States)****Scott E. Messel****Vice President & Treasurer****Primary Address:****ConAgra Foods, Inc.**

ConAgra Foods Lamb Weston, Inc.

One ConAgra Drive
Omaha, Nebraska 68102-5001 (United States)

Colleen R. Batcheler

Secretary

Primary Address:

ConAgra Foods, Inc.
One 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 LAMB WESTON, 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 TWENTY-FIRST DAY OF MAY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONAGRA FOODS LAMB WESTON, INC." WAS INCORPORATED ON THE TWELFTH DAY OF APRIL, A.D. 2007.

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: 5692443

DATE: 05-21-07