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CERTIFICATE OF MERGER

of

EDDY BAKERIES COMPANY, INC.

into

GENERAL BAKING COMPANY

Under Section 904 of the Business Corporation Law
of the State of New York

We, the undersigned, P. RICHARD CLARK, President, and
HARRIS J. ASHTON, Secretary, of GENERAL BAKING COMPANY, a cor-
poration organized and existing under the laws of the State of
New York (hereinafter sometimes referred to as "General" or the
"Surviving Corporation"), and JOSEPH J. McVEY, President, and
MARJORIE TRAINOR, Secretary, of EDDY BAKERIES COMPANY, INC., a
corporation organized and existing under the laws of the State
of Delaware (hereinafter sometimes referred to as "Eddy"), do
hereby certify as follows:

1. (a) The names of the constituent corporations are:

(i) General Baking Company

(ii) Eddy Bakeries Company, Inc., which
was incorporated under the laws of the State of
Delaware on December 20, 1957 under the name
"Northwest Bakeries Company, Inc.". No application
for authority to do business in New York has been
filed by Eddy with the Department of State.

(b) The name of the surviving corporation is General
Baking Company.

2. (a) General's capital consists of: (i) 2,000,000 shares of Common Stock of the par value of Five Dollars (\$5) per share, of which 1,578,005 shares are outstanding and entitled to vote, 28,990 shares previously issued have been reacquired by General and 87,000 shares are issuable upon exercise of outstanding options, and (ii) 93,933 shares of Preferred Stock, without par value, all of which shares are outstanding and entitled to vote.

(b) Eddy's capital consists of 1,000 shares of Capital Stock of One Hundred Dollars (\$100) par value, of which 1,000 shares are outstanding and entitled to vote.

3. The provisions of the Certificate of Incorporation as added or amended by all certificates filed pursuant to law, relating to the aggregate number of shares which the Surviving Corporation shall have authority to issue and the capital of the Surviving Corporation are hereby further amended by amending the provisions of Article III of the Certificate of Incorporation, as added or amended by all certificates filed pursuant to law, so that the same shall be and read as hereinbelow set forth in full:

"III. The total number of shares that may be issued by the Corporation is 2,000,000, all of which are to be shares of Common Stock of the par value of Five Dollars (\$5) each.

"No holder of any stock of the Corporation shall be entitled as of right to purchase or subscribe for any part of any unissued stock of the Corporation or of any additional stock of the Corporation of any class to be issued by reason of any increase of the authorized Capital Stock of the Corporation, or of bonds, certificates of indebtedness, debentures or other securities convertible into or exchangeable for stock of the Corporation or to which shall appertain any warrants or other instruments that shall confer upon the holder or owner thereof the right to subscribe for, purchase or receive from the Corporation any shares of its Capital Stock; but any such unissued stock or any such additional authorized issue of new stock, or of securities convertible into or exchangeable for stock or to which such warrants or other instruments shall appertain may be issued and disposed of by the Board of Directors to such persons, firms, corporations or associations and upon such terms as the Board of Directors may in its discretion determine, without offering any thereof to the stockholders then of record or any stockholder on the same terms or on any terms."

4. The merger will be and become effective on filing.

5. Notwithstanding shareholder authorization by both constituent corporations, and at any time prior to the filing of this Certificate of Merger, the Plan of Merger may be abandoned if, in the judgment of the Board of Directors of General, consummation thereof, whether by reason of demands of stockholders for payment of the fair value of their shares, or otherwise, shall not be feasible or in the best interests of General or Eddy.

6. (a) General was incorporated under the laws of the State of New York on June 6, 1911 by the filing of a Certificate

of Incorporation in the Department of State of the State of New York.

(b) Eddy was incorporated under the laws of the State of Delaware on December 20, 1957 under the name "Northwest Bakeries Company, Inc." by the filing of a Certificate of Incorporation in the office of the Secretary of State of the State of Delaware and in the office of the Recorder of the County of Newcastle.

7. (a) The merger was approved by the Board of Directors of General at a meeting of said Board duly called and held at 122 East 42nd Street, New York, N. Y., on September 1, 1965, at ten o'clock in the forenoon, and an Agreement of Merger, dated as of that date, was executed by at least a majority of the directors of General and Eddy in accordance with the requirements of Sections 251 and 252 of the General Corporation Law of the State of Delaware. Thereafter, the merger was approved by the votes of the holders of at least two-thirds of all outstanding shares of the Common Stock and the Preferred Stock combined, and by the votes of the holders of at least two-thirds of the outstanding shares of the Preferred Stock, voting separately as a class, of General at a meeting duly called and held in accordance with the provisions of Section 907 of the Business Corporation Law of the State of New York at The New York Hilton at Rockefeller Center

(Mercury Ballroom), Avenue of the Americas, at 53rd Street, New York, N. Y., on November 24, 1965, at eleven o'clock in the forenoon.

(b) The Agreement of Merger was approved and adopted by the sole stockholder of Eddy by written consent dated November 24, 1965 in accordance with the provisions of Sections 228, 251 and 252 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, we have signed this certificate on the 24TH day of November, 1965, and we affirm the statements contained therein as true under penalties of perjury.

GENERAL BAKING COMPANY

By

Richard Clark
President

James J. Ashton
Secretary

EDDY BAKERIES COMPANY, INC.

By

Joseph J. Perry
President

Margaret Trainor
Secretary