

**PLAN OF MERGER Between
WILDER FOODS, INC.
An Oregon Corporation (The Surviving Corporation)
and
WILDER FOODS II, INC.
An Idaho Corporation (The Merging Corporation)**

2007 MAR 16 AM 8:34

SECRETARY OF STATE
STATE OF IDAHO

PLAN OF MERGER, dated December 15, 2006 between WILDER FOODS, INC., an Idaho corporation (hereinafter referred to as the "Surviving Corporation"), and WILDER II FOODS, INC., an Idaho corporation (hereinafter referred to as the "Merging Corporation"), which two corporations are hereinafter sometimes referred to as the "Constituent Corporations").

**FIRST
RECITALS**

The Surviving Corporation is validly organized, existing and in good standing under the laws of the State of Oregon. The Merging Corporation is validly organized, existing and in good standing under the laws of the State of Oregon.

The Surviving Corporation has no members and no shareholders.

The Merging Corporation has no members and no shareholders.

The Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of their respective corporations that the Merging Corporation merge with and into the Surviving Corporation in accordance with the provisions of applicable statutes of the State of Oregon, and have entered into this Plan of Merger in connection with the merger.

**SECOND
AGREEMENT OF MERGER**

NOW, THEREFORE, the Constituent Corporations agree, each with the other, to merge into a single corporation which shall be WILDER FOODS, INC., the Surviving Corporation, pursuant to the laws of the State of Oregon and agree upon and prescribe the terms and conditions of the statutory merger, the mode of carrying it into effect, as herein set forth:

On the effective date of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation and the separate existence of the Merging Corporation shall cease; the Constituent Corporations shall become a single corporation named "WILDER FOODS, INC.", an Oregon corporation, which shall be the Surviving Corporation.

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THIRD
ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of WILDER FOODS, INC. in effect immediately prior to the effective date of the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation, until altered or repealed in the manner provided by law and such Articles of Incorporation.

FOURTH
BY-LAWS OF SURVIVING CORPORATION

The By-laws WILDER FOODS, INC. in effect immediately prior to the effective date of the merger shall continue to be the By-laws of the Surviving Corporation, until altered or repealed in the manner provided by law and such By-laws.

FIFTH
DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The Directors and Officers of WILDER FOODS, INC. immediately prior to the effective date of the merger shall continue to be the Directors of the Surviving Corporation, to hold office for the terms specified in the By-laws of the Surviving Corporation and until their respective successors are duly elected and qualified.

SIXTH
EFFECT OF MERGER

On the effective date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers, and franchises of a public as well as a private nature of each of the Constituent Corporations, and shall become subject to all the restrictions, disabilities and duties of each of the Constituent Corporations. All property, real, personal and mixed, and debts due to each of the Constituent Corporations on whatever account, including stock subscriptions as well as all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, assets, rights, privileges, powers, franchises and immunities, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, in either of the constituent Corporations, shall not revert or be in any way impaired by reason of the merger; provided, however, that all of the creditors and liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it.

to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

If at any time after the merger becomes effective it shall appear to the Surviving Corporation that any further assignments or assurances are necessary or desirable to evidence the vesting in the Surviving Corporation of the title to any of the property or rights of the Merging Corporation, those persons who were proper officers and directors of the Merging Corporation as of the effective date of the merger shall execute, acknowledge and deliver such assignments or other instruments and do such acts as may be necessary or appropriate to evidence the vesting of title to such property or rights in the Surviving Corporation. For such purposes the capacity and authority of the Merging Corporation and its officers shall be deemed to be continuing.

SEVENTH **ABANDONMENT**

Anything herein or elsewhere to the contrary notwithstanding, this Plan of Merger may be abandoned by action of the Board of Directors of either the Surviving Corporation or the Merging Corporation at any time prior to the effective date of the merger.

EIGHTH **EFFECTIVE DATE**

The effective date of the merger provided for by this Agreement shall be December 15, 2006.

IN WITNESS WHEREOF, the undersigned officers have signed their names hereto and have caused their respective corporate seals of the Constituent Corporations to be affixed hereto the 15th day of December, 2006.

WILDER FOODS, INC.

By: _____

LAWRENCE S. HLOBIK, President

ATTEST:

TERRY T. UHLING, Secretary

WILDER FOODS II, INC.


By: 
LAWRENCE S. HLOBIK, President

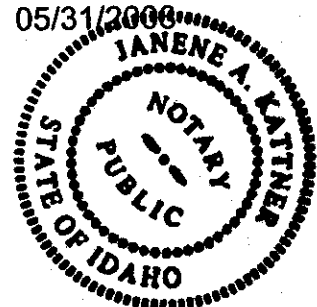
ATTEST:


TERRY T. UHLING, Secretary

STATE OF IDAHO)
 : ss.
County of Ada)

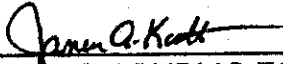
I, JANENE A. KATTNER, a Notary Public, do hereby certify that on the 15th day of December, 2006, personally appeared before me LAWRENCE S. HLOBIK and TERRY T. UHLING, who being by me first duly sworn, declare that they are the President and Secretary, respectively, of WILDER FOODS, INC., that they signed the foregoing document as President and Secretary of the corporation, that it is the act and deed of the corporation, and that the statements therein contained are true.


NOTARY PUBLIC FOR IDAHO
Residing at: Boise, Idaho
My Commission Expires: 05/31/2008



STATE OF IDAHO)
 : ss.
County of Ada)

I, JANENE A. KATTNER, a Notary Public, do hereby certify that on the 15th day of December, 2006, personally appeared before me LAWRENCE S. HLOBIK and TERRY T. UHLING, who being by me first duly sworn, declare that they are the President and Secretary, respectively, of WILDER FOODS II, INC., that they signed the foregoing document as President and Secretary of the corporation, that it is the act and deed of the corporation, and that the statements therein contained are true.



NOTARY PUBLIC FOR IDAHO
Residing at: Boise, Idaho
My Commission Expires: 05/31/2008

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