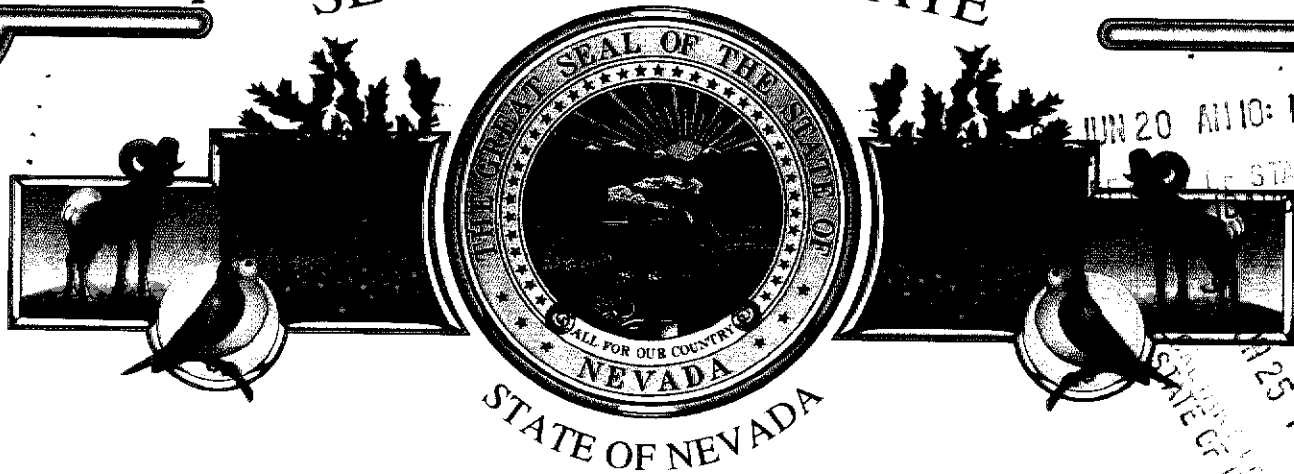


SECRETARY OF STATE

105505



I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that there was filed in this office on January 30, 1997

ARTICLES OF MERGER

merging

RALSTON FOODS, INC.
(A NEVADA CORPORATION)

into

NEW RALCORP HOLDINGS, INC.
(A MISSOURI CORPORATION)

IDAHO SECRETARY OF STATE
DATE 06/20/1997
0900 104204 2
CK #: 14102173 CUST# 2136
FRGN MERGE 1@ 10.00= 10.0

#:



IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on March 21, 1997.

Dean Heller

Secretary of State

By

[Signature]

Certification Clerk

IDAHO SECRETARY OF STATE
DATE 06/25/1997
0900 105648 2
CK #: 14102188 CUST# 2136
FRGN MERGE 1@ 10.00= 10.0

#: