



STATE OF MARYLAND

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
301 WEST PRESTON STREET
BALTIMORE 21201

THIS IS TO CERTIFY THAT the within instrument is a true copy of the

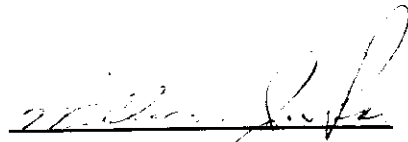
ARTICLES OF AMENDMENT

OF

CONSOLIDATED FOODS CORPORATION

as approved and received for record by the State Department of Assessments
and Taxation of Maryland, November 19, 1973
at 8:30 o'clock A. M.

AS WITNESS my hand and official Seal of the said Department at
Baltimore this 1st day of February 1974.


William J. Simmons, Assistant
Supervisor-Charter Division

CONSOLIDATED FOODS CORPORATION
ARTICLES OF AMENDMENT

Consolidated Foods Corporation, a Maryland corporation, having its principal office in Baltimore City, Maryland, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out FIFTH of the Articles of Incorporation, as heretofore amended, and inserting in lieu thereof the following:

"FIFTH: AUTHORIZED CAPITAL STOCK:

The total number of shares of capital stock which the Corporation has authority to issue is Sixty-Four Million (64,000,000), consisting of the following number of shares of the following classes:

(a) The Common Stock. Sixty Million (60,000,000) shares of Common Stock of the par value of One Dollar and Thirty-three and One-third Cents (\$1.33-1/3) per share, having an aggregate par value of Eighty Million Dollars (\$80,000,000), and

(b) The Preferred Stock. Four Million (4,000,000) shares of Preferred Stock, without par value, which may be classified pursuant to ARTICLE SIXTH, Sub-Article (b), hereof. "

SECOND: The board of directors of the Corporation at a meeting duly convened and held on August 2, 1973, duly adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter as proposed was advisable and directing that it be submitted for action thereon by the stockholders of the Corporation at the annual meeting of stockholders to be held on October 25, 1973.

THIRD: Notice of said annual meeting setting forth a summary of the changes to be effected by said amendment of the charter and stating that one of the purposes of said annual meeting would be to take action thereon was given, as required by law, to all stockholders entitled to vote thereon. The amendment of the charter of the Corporation, as hereinabove set forth, was approved by the stockholders of the Corporation at said annual meeting held at THE FIRST NATIONAL CENTER, ONE FIRST NATIONAL PLAZA, Monroe and Dearborn Streets, Chicago, Illinois, on October 25, 1973, at 10:00 A.M., Central Daylight Saving Time, by an affirmative vote in excess of two-thirds (2/3) of all the issued and outstanding shares of Common Stock and Preferred Stock of the Corporation entitled to vote thereon, voting as a single class.

FOURTH: The amendment of the charter of the Corporation, as hereinabove set forth, has been duly advised by the board of directors and approved by the stockholders of the Corporation.

FIFTH: (a) The total number of shares of all classes of stock which the Corporation was heretofore authorized to issue is Forty-Four Million Shares (44,000,000) of capital stock, divided into Forty Million Shares (40,000,000) of common stock of the par value One Dollar and Thirty-Three and One-Third Cents ($\$1.33\frac{1}{3}$) each and of the aggregate par value of Fifty-Three Million Three Hundred Thirty-Three Thousand Three Hundred Thirty-Three Dollars and Thirty-Three and One-Third Cents ($\$53,333,333.33\frac{1}{3}$) and Four Million (4,000,000) shares of preferred stock without par value.

(b) The total number and par value of the shares of the authorized capital stock as increased and the number and par value of the shares of each class are as set forth in Article FIFTH of the Articles of Incorporation of the Corporation, as amended by these Articles of Amendment.

(c) The preferences, rights, voting powers, restrictions and qualifications of the Common Stock as increased are as set forth in the Articles of Incorporation of the Corporation, as heretofore amended; and the preferences, rights, voting powers, restrictions and qualifications of the unclassified shares of Preferred Stock will be fixed prior to issuance by the board of directors in conformity with the provisions of the Articles of Incorporation, as amended, which are applicable generally to all such shares, pursuant to the authority and power therein conferred upon the board of directors and will be set forth in Articles Supplementary, as provided in the laws of Maryland.

(d) The description of the \$4.50 Cumulative Convertible Preferred Stock, Series A, with the preferences, voting powers, restrictions and qualifications thereof, are set forth in the Articles Supplementary to the Charter of the Corporation dated May 20, 1968, and filed with the State Department of Assessments and Taxation on July 1, 1968, and the Articles Supplementary to the Charter of the Corporation dated November 27, 1968, and filed with the State Department of Assessments and Taxation on December 10, 1968, which taken together set forth the classification by the board of directors of the Corporation a total of One Million One Hundred Ninety Two Thousand Five Hundred Eighty Two (1,192,582) Shares of the

authorized Four Million (4,000,000) shares of unclassified Preferred Stock, without par value, as shares of \$4.50 Cumulative Convertible Preferred Stock, Series A.

IN WITNESS WHEREOF, CONSOLIDATED FOODS CORPORATION, has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereto attached by its Secretary, on November 13, 1973.

CONSOLIDATED FOODS CORPORATION

By

W Teets
William Teets, President

ATTEST:

Gordon H. Newman
Gordon H. Newman, Secretary

CERTIFICATE

THE UNDERSIGNED, William Teets, President of CONSOLIDATED FOODS CORPORATION, being duly sworn, who executed on behalf of said Corporation the foregoing Articles of Amendment, of which this Certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation, and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



William Teets
President

ATTEST:



Gordon H. Newman
Secretary