

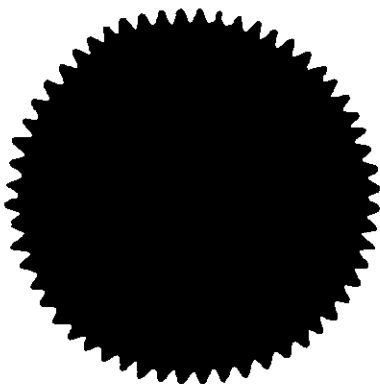


Office of Secretary of State.

*I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of*

Certificate of Ownership of the "MORNINGSTAR-PAISLEY, INC.", a corporation organized and existing under the laws of the State of Delaware, merging "AROOSTOCK POTATO PRODUCTS, INC.", "POWERS STARCH COMPANY, INC.", corporations organized and existing under the laws of the State of Maine, "CANALPORT BUILDING CORPORATION", a corporation organized and existing under the laws of the State of Illinois, "SAN LUIS VALLEY STARCH CO.", a corporation organized and existing under the laws of the State of Idaho and "UNION-BROWN CORP.", a corporation organized and existing under the laws of the State of Missouri, pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in this office the first day of October, A.D. 1964, at 10 o'clock A.M.

*In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this _____ first
day
of _____ October _____ in the year of our Lord
one thousand nine hundred and _____ sixty-four.*



Elisha C. Dukes

Secretary of State

A. F. L. L. L.

Asst's Secretary of State

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

AROOSTOOK POTATO PRODUCTS, INC.
(a Maine corporation)

POWERS STARCH COMPANY, INC.
(a Maine corporation)

CANALPORT BUILDING CORPORATION
(an Illinois corporation)

SAN LUIS VALLEY STARCH CO.
(an Idaho corporation)

UNION-BROWN CORP.
(a Missouri corporation)

INTO

MORNINGSTAR-PAISLEY, INC.
(a Delaware corporation)

* * * * *

MORNINGSTAR-PAISLEY, INC., a corporation organized and
existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That it was incorporated on the 15th day of
November, 1929 pursuant to the General Corporation Law of the State
of Delaware.

SECOND: That it owns all of the outstanding shares of
the stock of:

Aroostook Potato Products, Inc., a corporation incorporated
on the 4th day of June, 1938, pursuant to the Revised Statutes of the
State of Maine;

Powers Starch Company, Inc., a corporation incorporated on
the 9th day of September, 1960, pursuant to the Revised Statutes of
the State of Maine;

Canalport Building Corporation, a corporation incorporated
on the 28th day of September, 1942, pursuant to the Business
Corporation Act of the State of Illinois;

San Luis Valley Starch Co., a corporation incorporated on the 16th day of June, 1954, pursuant to the Business Corporation Act of the State of Idaho; and

Union-Brown Corp., a corporation incorporated on the 18th day of July, 1960, pursuant to the General and Business Corporation Act of the State of Missouri.

THIRD: That said Morningstar-Paisley, Inc., by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 27th day of August, 1964, determined to and did merge into itself said Aroostook Potato Products, Inc., said Powers Starch Company, Inc., said Canalport Building Corporation, said San Luis Valley Starch Co., and said Union-Brown Corp.:

RESOLVED, That, effective upon the filing of this certificate with the Secretary of State and the recording of a certified copy of this certificate in the office of the Recorder of Deeds of New Castle County, Morningstar-Paisley, Inc. merge, and it hereby does merge into itself said Aroostook Potato Products, Inc., said Powers Starch Company, Inc., said Canalport Building Corporation, said San Luis Valley Starch Co., and said Union-Brown Corp., and assumes all of said subsidiaries' liabilities and obligations;

FURTHER RESOLVED, That the President or a Vice-President and the Secretary or an Assistant Secretary of this corporation be and they hereby are directed to make and execute, under the corporate seal of this corporation, a certificate of ownership and merger, setting forth a copy of the resolution to merge said Aroostook Potato Products, Inc., said Powers Starch Company, Inc., said Canalport Building Corporation, said San Luis Valley Starch Co., and said Union-Brown Corp. into this corporation, and assumes said subsidiaries' liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

FURTHER RESOLVED, That the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without

the State of Delaware, which may be in anywise necessary or proper to effect said mergers.

IN WITNESS WHEREOF, said Morningstar-Paisley, Inc. has caused its corporate seal to be affixed and this certificate to be signed by David Fogelson, its Vice President, and William F. Rosenblum, Jr., its Assistant Secretary, this 30th day of September, 1964.

MORNINGSTAR-PAISLEY, INC.

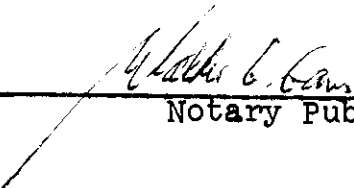
By David Fogelson
Vice President

By William F. Rosenblum Jr
Assistant Secretary

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

BE IT REMEMBERED that on this 30th day of September 1964, personally came before me, Walter G. Gans a Notary Public in and for the County and State aforesaid, DAVID FOGELSON, Vice-President of MORNINGSTAR-PAISLEY, INC., a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally as such Vice-President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signature of said Vice-President and of the Assistant Secretary of said corporation to said foregoing certificate are in the handwriting of the said Vice-President and Assistant Secretary of said corporation, respectively, and that the seal affixed to said certificate is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.



Notary Public

WALTER G. GANS
NOTARY PUBLIC, STATE OF NEW YORK
No. 31-645589
Qualified in New York County
Commission expires March 30, 1965