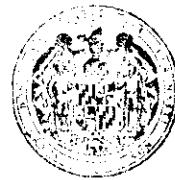


FILED

Nº 33244 A

9-17-79  
3:00 PM.



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 MERGER  
MERGING  
HANES CORPORATION (North Carolina Corporation)  
INTO  
CONSOLIDATED FOODS CORPORATION (Maryland Corporation)-Survivor

as approved and received for record by the State Department of Assessments  
and Taxation of Maryland, June 28, 1979  
at 10:00 o'clock A.M. (Effective Date: July 1, 1979 at 12:01 A.M.)  
AS WITNESS my hand and official Seal of the said Department at  
Baltimore this 28th day of June 1979.

A handwritten signature in black ink, appearing to read "P.B. Anderson".

Paul B. Anderson,  
Charter Specialist

ARTICLES OF MERGER  
MERGING  
HANES CORPORATION  
(a corporation of the State of North Carolina)  
INTO  
CONSOLIDATED FOODS CORPORATION  
(a corporation of the State of Maryland)

FIRST: HANES CORPORATION, a corporation organized and existing under the laws of the State of North Carolina (hereinafter referred to as the "Subsidiary"), and CONSOLIDATED FOODS CORPORATION, a corporation organized and existing under the laws of the State of Maryland (hereinafter referred to as "Parent"), agree that the Subsidiary shall be merged into the Parent. The terms and conditions of the merger and the method of carrying the same into effect are as herein set forth in these Articles of Merger.

SECOND: The laws of the State of Maryland under which the Parent is organized and existing, and the laws of North Carolina under which the Subsidiary is organized and existing, permit the merger.

THIRD: The Subsidiary is a corporation incorporated on the 28th day of February, 1914, under the Business Corporation Act of the State of North Carolina, which corporation was qualified to do business in the State of Maryland on the 1st day of August, 1977.

FOURTH: The total number of shares of stock of all classes which the Subsidiary has authority to issue is one thousand (1,000) shares of capital stock all of which shares are Common Stock of the par value of One Dollar (\$1.00) each, an aggregate par value of One Thousand Dollars (\$1,000.00). All of such shares are issued and outstanding and are owned by the Parent.

The total number of shares of all classes which the Parent has authority to issue is 64,000,000 shares, divided into 60,000,000 shares

of Common Stock of the par value of \$1.33-1/3 each, of the aggregate par value of \$80,000,000, and 4,000,000 shares of Preferred Stock without par value. The number of issued and outstanding shares of the Parent on May 17, 1979 was 29,422,614 (excluding Treasury Shares) shares of Common Stock and 1,179,729 shares of Series A Convertible Preferred Stock.

FIFTH: The principal office of the Parent is located in Baltimore City, State of Maryland.

The Subsidiary does not have a principal office in the State of Maryland and does not own property in the State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

SIXTH: The following plan of merger was duly advised, authorized and approved by resolution adopted by a majority vote of the entire board of directors of the Parent on June 28, 1979, in a manner and by a vote prescribed by its charter and the laws of Maryland, and was duly advised, authorized and approved by resolution adopted by a majority of the entire board of directors of the Subsidiary on June 28, 1979, in a manner and by a vote prescribed by its charter and the laws of the State of North Carolina:

1. That the Parent and Subsidiary have agreed that the Subsidiary merge into the Parent.

2. That said corporations have complied with the conditions of Section 55-108.1 of Business Corporation Act of North Carolina and Section 3-106 of General Corporation Law of Maryland and that no approval by shareholders of the surviving corporation is required.

3. That the terms of the merger and the manner of carrying the same into effect are in conformity with the provisions of Section 55-108.1 of the Business Corporation Act of North Carolina and Section 3-106 of the General Corporation Law of Maryland and are as follows, to wit:

- a) The constituent corporations shall become a single corporation and the Parent shall be the surviving corporation, and shall continue under the name "CONSOLIDATED FOODS CORPORATION" and shall continue to be governed by the laws of the State of Maryland.
- b) No amendment is made to the charter of the Parent as a result of the merger.
- c) The by-laws of the Parent in effect immediately prior to the merger shall continue to be the by-laws of the surviving corporation.
- d) All shares of the Parent now issued and outstanding shall remain issued and outstanding and all shares of the Subsidiary now issued and outstanding shall be cancelled.
- e) No shares of the Parent are to be issued or any other consideration given for shares of the Subsidiary, but upon the effective date of the Articles of Merger, the shares of stock of the Subsidiary shall be surrendered for cancellation to the Parent as survivor.
- f) The Parent shall possess all the rights, privileges, immunities, powers, franchises and authority, of a public and private nature, of each of said constituent corporations, and property of every description and every interest therein and all obligations of the Subsidiary shall be taken and deemed to be transferred to and vested in the Parent in complete liquidation and redemption of all the issued and outstanding stock of the Subsidiary.

SEVENTH: The effective date of the certificate of merger shall be on the 1st day of July, 1979 at 12:01 A.M.

IN WITNESS WHEREOF, HANES CORPORATION and CONSOLIDATED FOODS CORPORATION, the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by

their respective vice-presidents and witnessed or attested by their respective secretaries (or assistant secretaries) all as of the 28th day of June, 1979.

HANES CORPORATION

[SEAL]

By John B. McKinnon  
John B. McKinnon  
Executive Vice President  
and Charles L. Lackey  
Charles L. Lackey  
Secretary

CONSOLIDATED FOODS CORPORATION

[SEAL]

STATE OF NORTH CAROLINA)  
                                    ) SS.  
COUNTY OF FORSYTH            )

By Gordon H. Newman  
Gordon H. Newman  
Senior Vice President  
and James R. Carlson  
James R. Carlson  
Assistant Secretary

THE UNDERSIGNED, John B. McKinnon, Executive Vice President and Charles L. Lackey, Secretary of HANES CORPORATION, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certify that, to the best of their 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.

John B. McKinnon  
John B. McKinnon  
Executive Vice President  
Charles L. Lackey  
Charles L. Lackey  
Secretary

Sworn to and subscribed before me this 28th day of June, A.D., 1979.

NOTARIAL SEAL

My Commission Expires November 30, 1982

James M. Rantz  
Notary Public

STATE OF ILLINOIS)  
                  ) SS.  
COUNTY OF COOK  )

THE UNDERSIGNED, Gordon H. Newman, Senior Vice President and James R. Carlson, Assistant Secretary of Consolidated Foods Corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledge, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certify that, to the best of their 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.

Gordon H. Newman

Gordon H. Newman  
Senior Vice President

James R. Carlson

James R. Carlson  
Assistant Secretary

Sworn to and subscribed before me this 28th day of June, A.D., 1979.

NOTARIAL SEAL

Edward H. Jones  
Notary Public  
My Commission Expires December 11, 1979