

Department of State.

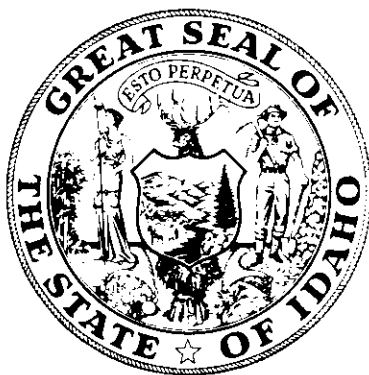
**CERTIFICATE OF WITHDRAWAL
OF**

GENERAL POTATO & ONION DISTRIBUTORS, LTD.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GENERAL POTATO & ONION DISTRIBUTORS,
LTD. for a Certificate of Withdrawal from this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated September 22, 19 86.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

**APPLICATION FOR
CERTIFICATE OF WITHDRAWAL**

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-119, Idaho Code, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

1. The name of the corporation is 01 GENERAL POTATO & ONION DISTRIBUTORS, LTD.
The name which it used in Idaho is _____
GENERAL POTATO & ONION DISTRIBUTORS, LTD.
2. It is incorporated under the laws of California
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation that may be mailed is _____
P.O. Box 630 Stockton, CA 95201
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By _____

Henry E. Ebstein

Its _____ President

And _____

Larry Bender

Its _____ Secretary

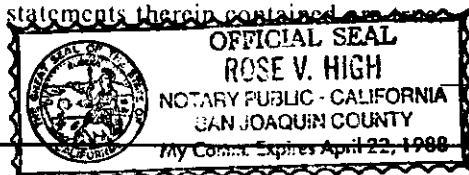
STATE OF California)

) ss:

COUNTY OF San Joaquin)

I, _____, a notary public, do hereby certify that on this
12 day of September, 19 86, personally appeared
before me Henry E. Ebstein, who being by me first duly sworn,
declared that he is the President of _____
GENERAL POTATO & ONION DISTRIBUTORS, LTD.

that he signed the foregoing document as President of the corporation and
that the statements therein contained are true



Rose V. High
Notary Public