

FILED

**ARTICLES OF MERGER
OF
AMERICAN FINE FOODS, INC.
(an Idaho stock corporation)
INTO
OWATONNA CANNING COMPANY, LLC
(a Delaware limited liability company)**

Dec 31 2 25 PM '98

These Articles of Merger are executed by the undersigned pursuant to Section 31-1-1105 of the Idaho Business Corporation Act (the "IBCA") and Section 18-209 of the Delaware Corporation Law:

ARTICLE I

American Fine Foods, Inc., an Idaho corporation, will be the non-surviving corporation.

ARTICLE II

Owatonna Canning Company, LLC, a Delaware limited liability company, will be the surviving company.

ARTICLE III

The Agreement and Plan of Merger (the "Plan"), as adopted by the Board of Directors of American Fine Foods, Inc. and the managers of Owatonna Canning Company, LLC, is attached hereto as Exhibit A.

ARTICLE IV

The Plan was approved by the sole shareholder of American Fine Foods, Inc., in accordance with Section 30-1-1103 of the IBCA.

ARTICLE V

The designation and number of outstanding shares of each class of capital stock of American Fine Foods, Inc. entitled to vote on the Plan as a class were as follows:

IDAHO SECRETARY OF STATE

Class

Number of Shares 12/31/1998 09:00
BH: 174839

Common

816,791 = 30.00 MERGER # 2

C83869

ARTICLE VI

The number of shares of common stock of American Fine Foods, Inc. voted for the Plan was 816,731; and the number of shares voted against such amendment was zero (0).

ARTICLE VII

The Plan was approved by the sole member of Owatonna Canning Company, LLC in accordance with Section 18-209 of the Delaware Corporation law.

ARTICLE VIII

These Articles of Merger, when filed, shall be effective at 11:45 p.m. (eastern time zone) on December 31, 1998.

IN WITNESS WHEREOF, the undersigned officers of Owatonna Canning Company LLC and American Fine Foods, Inc., have executed these Articles of Merger this 31st day of December 1998.

OWATONNA CANNING COMPANY, LLC

By: 

Name: Anthony D. Battaglia

Title: Manager

AMERICAN FINE FOODS, INC.

By: 

Name: Robert W. Olson

Title: Vice President and Secretary

This instrument was drafted by and is returnable to:
Barbara Wagner, Esq.
Associate General Counsel
Chiquita Brands International, Inc.
250 E. Fifth Street
Cincinnati, Ohio 45202
(513) 784-8616

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of December 31, 1998 by and between Owatonna Canning Company, LLC, a Delaware limited liability company (the "Company" or, after the Effective Time (as defined in Article V below), the "Surviving Entity"), and American Fine Foods, Inc., an Idaho corporation (the "Corporation").

W I T N E S S E T H:

WHEREAS, the Company is a limited liability company duly formed and validly existing under the laws of the State of Delaware;

WHEREAS, the Corporation is a corporation duly organized and validly existing under the laws of the State of Idaho;

WHEREAS, the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq. (the "LLC Act"), and the Idaho Business Corporation Act, Idaho Code, §§ 30-1-101 et seq. (the "Idaho Act"), each permits a corporation organized and existing under the Idaho Act to merge with and into a limited liability company formed and existing under the LLC Act;

WHEREAS, the managers and members of the Company and the board of directors and stockholders of the Corporation have duly authorized the merger of the Corporation with and into the Company pursuant to the terms of this Agreement; and

WHEREAS, all other conditions precedent to the merger of the Corporation with and into the Company have been, or prior to the Effective Time will be, satisfied or validly waived;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed that, in accordance with the applicable statutes of State of Delaware and the State of Idaho, the Corporation shall be, and hereby is, at the Effective Time, merged with and into the Company (the "Merger"), with the Company to be the Surviving Entity. The mode of carrying the Merger into effect shall be as follows:

ARTICLE I
MERGER

At the Effective Time, the Corporation shall be merged with and into the Company, the separate existence of the Corporation shall cease, the Company shall continue in existence and the Merger shall in all respects have the effects provided for by the Idaho Act and the LLC Act.

Prior to the Effective Time, the Company and the Corporation shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time after the Effective Time, the Company shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper members, managers, officers, or other agents of the Company, as authorized agents and attorneys-in-fact for the Corporation (and acting in the name of the Company or the Corporation), shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all such additional things necessary or proper to carry out the provisions hereof.

ARTICLE II

TERMS OF TRANSACTION

At the Effective Time, (i) each share of common stock of the Corporation, par value \$1.00 per share, outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and (ii) the 100% limited liability company interest held by Friday Holdings, L.L.C. as the sole member of the Company immediately prior to the Effective Time shall remain the 100% limited liability company interest of such member, and Friday Holdings, L.L.C. shall continue as the sole member of the Surviving Entity.

ARTICLE III

CERTIFICATE OF FORMATION AND LIMITED LIABILITY COMPANY AGREEMENT

From and after the Effective Time, and until thereafter amended as provided by law, the Certificate of Formation and Limited Liability Company Agreement of the Company as in effect immediately prior to the Effective Time shall be the Certificate of Formation and Limited Liability Company Agreement of the Surviving Entity; provided, however, that promptly following the Effective Time, the name of the Surviving Entity will be changed to Chiquita Processed Foods, L.L.C.

ARTICLE IV

MANAGERS AND OFFICERS

From and after the Effective Time, and until their successors are duly elected or appointed, or until their earlier death, resignation or removal, the managers and officers of the Surviving Entity shall be the same as the managers and officers of the Company immediately prior to the Effective Time.

ARTICLE V

EFFECTIVE TIME

A certificate of merger evidencing the Merger shall be filed with the Office of the Secretary of State of the State of Delaware pursuant to the applicable requirements of the LLC Act and Articles of Merger evidencing the Merger shall be filed with the Secretary

of State of the State of Idaho pursuant to the applicable requirements of the Idaho Act, in each case prior to the time that the Merger will become effective. The Merger shall become effective at 11:45 p.m. (eastern time zone) on December 31, 1998 (such time of effectiveness, the "Effective Time") and the Certificate of Merger and Articles of Merger shall so specify.

ARTICLE VI **TERMINATION**

At any time prior to the Effective Time, either the managers of the Company or the board of directors of the Corporation may terminate and abandon this Agreement.

ARTICLE VII **AMENDMENTS**

At any time prior to the Effective Time, the managers of the Company and the board of directors of the Corporation may amend, modify or supplement this Agreement in such manner as they jointly may determine; provided, however, that, no such amendment, modification, or supplement shall alter or change any term of the Certificate of Formation or Limited Liability Company Agreement of the Surviving Entity.

ARTICLE VIII **GOVERNING LAW**

This Agreement shall be governed by and construed in accordance with the domestic laws of the State of Delaware without giving effect to any choice of law or conflict of law provision or rule (whether of the State of Delaware or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Delaware.

ARTICLE IX **MISCELLANEOUS**

This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement as of the day and year first above written.

OWATONNA CANNING COMPANY, LLC

By: /s/ Anthony D. Battaglia

Anthony D. Battaglia,
Manager

AMERICAN FINE FOODS, INC.

By: /s/ Robert W. Olson

Robert W. Olson,
Vice President and Secretary

SECRETARY'S CERTIFICATE

I, Robert W. Olson, Vice President and Secretary of American Fine Foods, Inc., a corporation organized and existing under the laws of the State of Idaho (the "Corporation"), hereby certify as such Vice President and Secretary that the Agreement and Plan of Merger dated as of December 31, 1998, between the Corporation and Owatonna Canning Company, LLC to which this certificate is attached, was duly adopted by action of the Board of Directors of the Corporation and approved by the written consent of the sole stockholder of the Corporation

WITNESS my hand this 31st day of December, 1998.

/s/ Robert W. Olson
Robert W. Olson
Vice President and Secretary