



Department of State

**CERTIFICATE OF AUTHORITY
OF
CANACO CORPORATION**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of _____

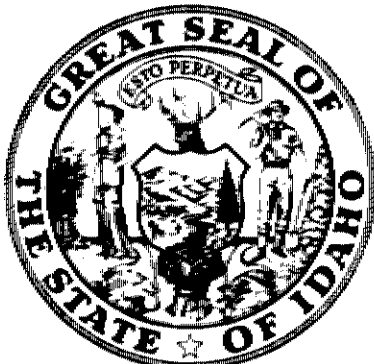
_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Authority to _____
CANACO CORPORATION

to transact business in this State under the name _____
CANACO CORPORATION

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated August 19, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra Mathus

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is CANACO CORPORATION

2. The name which it shall use in Idaho is N/A

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is June 8, 1987 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1013 Centre Road, Wilmington, Delaware 19805

6. The address to which correspondence should be addressed, if different from that in item 5. N/A

7. The street address of its proposed registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: The Corporation was organized for purposes of acquiring from Carnation Company substantially all of the assets of its Can Division. One of the Corporation's manufacturing facilities will be located in Nampa, Idaho.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
D. Greg Horrigan	Chairman of Board & Director	18 Parade Ground Ct., Weston, CT 06883
R. Philip Silver	President & Director	816 West Rd., New Canaan, CT 06840
James S. Hoch	Vice President	330 E. 75th St., NY, NY 10021
Robert H. Niehaus	Secretary & Director	15 Overdale Rd., Rye, NY 10580
R. Philip Silver	Treasurer	816 West Rd., New Canaan, CT 06840
John F. Curley	Director	333 Godwin Ave., Ridgewood, NJ 07450
Richard P. Emerson	Asst. Sec'y	128 West 13th St., New York, NY 10011

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by class, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
13,000	Common	\$.01 par value per share

11. The aggregate number of its issued shares, itemized by class, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
10,800	Common	\$.01

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: August 13, 1987

Canaco Corporation

(Corporation Name)

By

James S. Hock
Its President/Vice President (please specify)
James S. Hock, Vice President

and

Richard P. Emerson
Its Secretary/Assistant Secretary (please specify)
Richard P. Emerson, Asst. Secretary

STATE OF New York)
COUNTY OF New York) ss:

I, Florence A. Davis, a notary public, do hereby certify that on this 13th day of August, 19 87, personally appeared before me Richard P. Emerson, who being by me first duly sworn, declared that he is the Assistant Secretary of Canaco Corporation.

that he signed the foregoing document as Assistant Secretary of the corporation and that the statements therein contained are true.

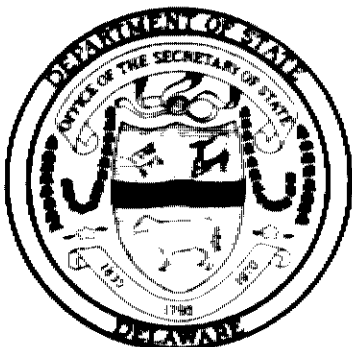
Florence A. Davis
FLORENCE A. DAVIS, Notary Public
NOTARY PUBLIC, State of New York
Qualified in Kings County
No. 24-4813199
Certificate filed in New York County
Expiration Date 11/30/89



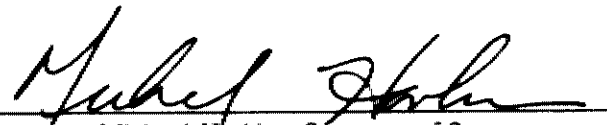
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY CANACO CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: !1363592

DATE: 08/17/1987