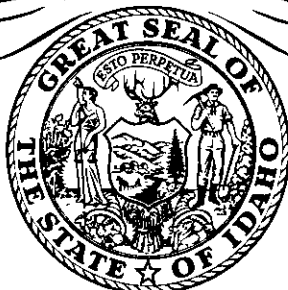


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

DUNCAN FOODS CO.

a corporation duly organized and existing under the laws of **New Jersey** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-first** day of **May**, 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-first** day of **May**, 19 **64**, a designation of **T. H. Eberle or W. D. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **21st** day of **May**, A.D. 19 **64**.

Secretary of State.

State of New Jersey



Department of State

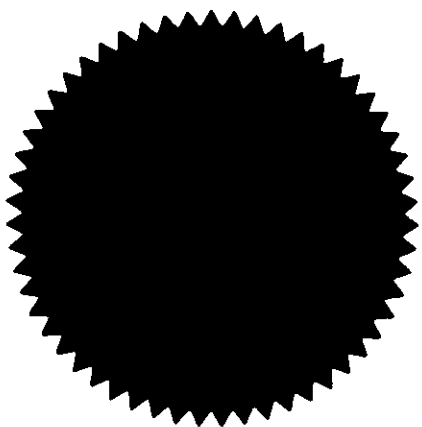
I, the Secretary of State of the State of New Jersey, do hereby Certify that the foregoing is a true copy of the Certificate of Incorporation
of DUNCAN FOODS CO.

_____ and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the Twentieth *day of* June *A.D.*
1963, *and now remaining on file and of record therein.*

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal at Trenton, this Fifth
day of May *A.D.* 1964.

Robert B. Hubbert

Secretary of State



CERTIFICATE OF INCORPORATION

OF

DUNCAN FOODS CO.

* * * * *

THIS IS TO CERTIFY that we, the undersigned, do hereby associate ourselves into a corporation under and by virtue of Title 14, Corporations, General, Revised Statutes of New Jersey, and the several supplements thereto and acts amendatory thereof, and do severally agree to take the number of shares of capital stock set opposite our respective names.

FIRST: The name of the corporation is
DUNCAN FOODS CO.

SECOND: The location of its principal office in the State of New Jersey is 15 Exchange Place, Jersey City, and The Corporation Trust Company is designated as the agent therein and in charge thereof upon which process against this corporation may be served.

THIRD: The objects for which the corporation is formed are:

To purchase, produce, manufacture, raise, process, treat, import, prepare for market, warehouse, sell, export, and generally deal and trade in and with, as principal or agent, at wholesale, retail, on commission or otherwise,

coffees, coffee beans, tea and other foods and food products and by-products and supplies of every kind and description.

To manufacture, purchase or otherwise acquire goods, merchandise and personal property of every class, and to hold, own, mortgage, sell or otherwise dispose of, trade, deal in and with the same.

To purchase, take by devise or bequest, hold, mortgage and convey such real estate as the purposes of the corporation shall require and all other real estate which shall have been conveyed to the corporation by way of security or in satisfaction of debts or purchased at sales upon judgment or decree duly obtained.

To acquire and pay for in cash, stock or bonds of this corporation, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, use, own, operate and introduce, and to sell, assign or otherwise dispose of, any trade-marks, trade names, copyrights, patents, inventions, improvements and processes used in connection with or secured under letters patent of the United States or any foreign country, and to use, exercise, develop, grant licenses in respect of, or otherwise to turn to account any such trade-marks, trade names, patents, licenses, processes, copyrights, or any such property or rights.

To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares or the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations

organized under the laws of New Jersey or any other state or any foreign country, always subject, however, to the laws of the State of New Jersey, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association, corporation or body politic or government.

To borrow or raise money without limit as to amount and to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment of any of the foregoing and the interest thereon by mortgage upon or pledge, or assignment in trust of the whole or any part of the property of the corporation, and to sell, pledge or otherwise dispose of such bonds and other evidences of indebtedness for the purposes of the corporation.

To purchase, hold, reissue and sell the shares of its own capital stock, provided that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To conduct business in any of the states, territories, possessions or dependencies of the United States, in the District of Columbia, and in any and all foreign countries, and to have one or more offices therein and to hold, purchase, mortgage and convey real and personal property therein without limit as to amount, but always subject to the laws of such state, territory, possession, dependency or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by Title 14, Corporations, General, Revised Statutes of New Jersey, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do, and in any part of the world.

The foregoing clauses shall be construed both as objects and powers and, except where otherwise expressed, such objects and powers shall be in nowise limited or restricted by reference to or inference from the terms of any other clause in this certificate of incorporation, but the objects and powers so specified shall be regarded as independent objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

FOURTH: The total number of shares of stock authorized is ten (10), all of which shall be without par value.

Such stock without nominal or par value may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the board of directors thereof.

FIFTH: The number of shares which when the corporation will commence business is ten (10) shares of stock without nominal or par value.

SIXTH: The names and post-office addresses of the incorporators and the number of shares subscribed for by each are as follows:

<u>NAMES</u>	<u>POST-OFFICE ADDRESSES</u>	<u>NO. OF SHARES</u>
WILLIAM T. CAHILL	120 Broadway, New York, N. Y.	6
HERBERT R. GRITMON	120 Broadway, New York, N. Y.	1
JOHN E. QUINN	120 Broadway, New York, N. Y.	1

SEVENTH: The duration of the corporation is to be perpetual.

EIGHTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter and amend the by-laws of the corporation.

To fix and vary the amount of the working capital of the corporation and to determine what, if any, dividends shall be declared and paid.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

By a resolution passed by a majority vote of the whole board, if so provided in the by-laws, to designate two or more of its number to constitute an executive committee, which committee shall exercise, as provided in such resolution or in the by-laws, the powers of the board of directors in the management of the business, affairs and property of the corporation during the intervals between the meetings of the directors.

To determine from time to time whether and, if allowed, under what conditions and regulations the accounts and books of the corporation (other than the stock and transfer books), or any of them, shall be open to the inspection of the stockholders, and the stockholders' rights in this respect are and shall be restricted and limited accordingly.

When and as authorized by the affirmative vote of two-thirds in interest of the holders of each class of stock having voting powers on such proposal given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of two-thirds in interest of the holders of each class of stock having voting powers on such proposal, the board of directors shall have power and authority, by action taken at any meeting, to sell or exchange all or substantially all of its property and assets, including its good will, upon such terms and conditions and for such considerations, which may be in whole or in part shares of stock or other securities, or bonds, of any other corporation or corporations as the board of directors shall deem expedient and for the best interest of the corporation.

NINTH: The corporation may have one or more offices within or outside the State of New Jersey at which the directors may hold their meetings and keep the books of the corporation, but the corporation shall always keep at its principal office in New Jersey a transfer book in which the transfers of stock can be made, entered and registered, and also a book containing the names and addresses of the stockholders and the number of shares held by them respectively, which shall be open at all times during business

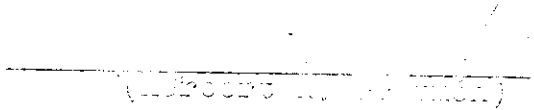
hours to the examination of the stockholders. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

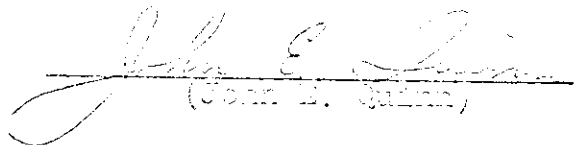
TENTH: Any meeting or meetings of stockholders may be held outside the State of New Jersey at such place or places as may be designated in the by-laws, and the first meeting of the corporation may be held in New York, N. Y.

ELEVENTH: The corporation reserves the right to amend, alter or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands this 19th day of June, 1963.


(Robert H. Smith)


(Robert H. Smith)


(John E. Quinn)

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

BE IT REMEMBERED that on this 19th day of June, 1963, before the undersigned, a notary public in the State of New York, personally appeared WILLIAM D. CANNILL, HERBERT R. GRITMON and JOHN E. QUINN who I am satisfied are the persons named in and who executed the foregoing certificate, and I having first made known to them, and each of them, the contents thereof, they did each acknowledge that they signed and sealed the same as their voluntary act and deed, for the uses and purposes therein expressed.

