

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

AGRILINK FOODS, INC.
File number C 125663

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, duly executed 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 transact business in this State attach hereto a duplicate of the Application for such Certificate.

Dated: September 16, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Deines*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

SEP 13 10 39 AM '98

- The name of the corporation is AGRILINK FOODS, INC.
- The name which it shall use in Idaho is _____
- It is incorporated under the laws of New York
- Its date of incorporation is January 16, 1961
- The address of its principal office is 90 Linden Place, Rochester, New York 14625
- The address to which correspondence should be addressed, if different from item 5, is _____
P.O. Box 20670, Rochester, New York 14602-0670
- The street address of its registered office in Idaho is 300 North 6th Street, Boise, ID 83702
_____, and its registered agent in Idaho at that address is CT Corporation System

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

Name	Office	Address
<u>See Schedule A attached hereto</u>	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: September 11, 1998

AGRILINK FOODS, INC.
(Corporation name)

By *David M. Mehalick*

Its David M. Mehalick, Assistant Secretary
(specify capacity of signer)

Customer Acct # :

IDAHO SECRETARY OF STATE

(if using pre-paid account)

09/18/1998 09:00

CK: 133010743 CT: 15940 BH: 145632

1 @ 100.00 = 100.00 AUTH PRO # 4
1 @ 20.00 = 20.00 EXPEDITE C # 5

9/13/98 forms/ACA pm6 Revised 5/97

C125463

SCHEDULE A

IDAHO APPLICATION FOR CERTIFICATE OF AUTHORITY

AGRILINK FOODS, INC.

8. The names and business addresses of its officers and directors are

<u>Title</u>	<u>Name</u>	<u>Address</u>
President & CEO	Dennis M. Mullen	90 Linden Place, P.O. Box 681 Rochester, New York 14603
Vice President	Earl L. Powers	90 Linden Place, P.O. Box 681 Rochester, New York 14603
Vice President	Stephen R. Wright	90 Linden Place, P.O. Box 681 Rochester, New York 14603
Secretary	William D. Rice	90 Linden Place, P.O. Box 681 Rochester, New York 14603
Assistant Secretary	David M. Mehalick	130 East Main Street Rochester, New York 14604
Directors	Dennis M. Mullen	90 Linden Place, P.O. Box 681 Rochester, New York 14603
	Bruce Fox	90 Linden Place, P.O. Box 681 Rochester, New York 14603
	Robert Call, Jr.	90 Linden Place, P.O. Box 681 Rochester, New York 14603
	Steven Koinzan	90 Linden Place, P.O. Box 681 Rochester, New York 14603
	Frank Stotz	90 Linden Place, P.O. Box 681 Rochester, New York 14603
	Walt Payne	90 Linden Place, P.O. Box 681 Rochester, New York 14603
	C.D. Harrington	90 Linden Place, P.O. Box 681 Rochester, New York 14603

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of AGRILINK FOODS, INC. was filed on 01/16/1961, under the name of CURTICE-BURNS, INC., fixing the duration as perpetual, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

Restated Certificate and Name Change of CURTICE-BURNS, INC., changing name to CURTICE-BURNS FOODS, INC. was filed on 11/26/1986.

Restated Certificate was filed on 07/09/1997.

A Biennial Statement was filed 07/11/1997.

A Biennial Statement was filed 07/16/1997.

A Certificate of Amendment CURTICE-BURNS FOODS, INC., changing name to AGRILINK FOODS, INC., was filed 09/18/1997.

A Certificate of Merger was filed on 12/30/1997.

A Certificate of Merger was filed on 07/01/1998.

A Certificate of Merger was filed on 07/01/1998.

I further certify, that no other certificates have been filed by such corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 11th day of September
one thousand nine hundred and
ninety-eight.*



Special Deputy Secretary of State