

State of Idaho

Office of the Secretary of State

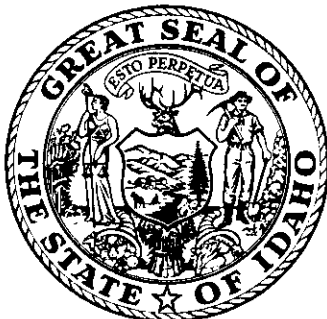
**CERTIFICATE OF AUTHORITY
OF
VERDICON, INC.**

File Number C 150209

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is 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 and attach hereto a duplicate of the application for such certificate.

Dated: 29 July 2003



Ben Yursa

SECRETARY OF STATE

By *Lyette H. Hocking*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2003 JUL 29 PM 12: 27

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

STATE OF IDAHO

1. The name of the corporation is:

Verdicon, Inc.

2. The name which it shall use in Idaho is: _____

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: 7/3/03

5. The address of its principal office is:

One ConAgra Drive, Omaha, NE 68102

6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, Boise, ID 83702

and its registered agent in Idaho at that address is: The Prentice-Hall Corporation System, Inc.

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

Name

Office

Address

SEE ATTACHMENT

Dated: 7/23/03

Signature: Debra L. Keith

Typed Name: Debra L. Keith

Capacity: Vice President

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

g:\corporate\corp
forms\appforauthority_profit.pmb
Revised 07/2002

IDAHO SECRETARY OF STATE
07/29/2003 05:00
CK: 195838 CT: 124768 BH: 693606
1 @ 100.00 = 100.00 AUTH PRO # 2

0/50209

Directors, Officers Report

Verdicon, Inc.

July 28, 2003

DIRECTORS

Jay D. Bolding **Director**
Primary Address: ConAgra Foods, Inc.
One ConAgra Drive
Omaha, NE 68102-5001 US

Debra L. Keith **Director**
Primary Address: ConAgra Foods, Inc.
One ConAgra Drive
Omaha, NE 68102-5001 US

James P. O'Donnell **Director**
Primary Address: ConAgra Foods, Inc.
One ConAgra Drive
Omaha, NE 68102-5001 US

OFFICERS

Larry K. Cordell **President**
Primary Address: United Agri Products, Inc.
7251 W. 4th Street
Greeley, CO 80634 US

James P. O'Donnell **Vice President & Secretary**
Primary Address: ConAgra Foods, Inc.
One ConAgra Drive
Omaha, NE 68102-5001 US

Jay D. Bolding **Vice President, Controller**
Primary Address: ConAgra Foods, Inc.
One ConAgra Drive
Omaha, NE 68102-5001 US

Debra L. Keith **Vice President, Tax**
Primary Address: ConAgra Foods, Inc.
One ConAgra Drive
Omaha, NE 68102-5001 US

Scott E. Messel **Vice President, Treasurer**
Primary Address: ConAgra Foods, Inc.
One ConAgra Drive
Omaha, NE 68102-5001 US

Kevin L. Wedeking **Assistant Treasurer / Assistant Corporate Secretary**
Primary Address: ConAgra Foods, Inc.
One ConAgra Drive
Omaha, NE 68102-5001 US

Delaware

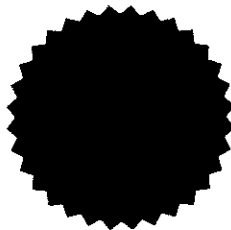
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VERDICON, INC." 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 EIGHTH DAY OF JULY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VERDICON, INC." WAS INCORPORATED ON THE THIRD DAY OF JULY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3678416 8300

AUTHENTICATION: 2515174

030446968

DATE: 07-08-03