

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Armour Grocery Products Company, a corporation organized and existing under and by virtue of The General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of said corporation, at a meeting thereof duly called and held, adopted resolutions setting forth, proposing, declaring advisable the following amendments to the Certificate of Incorporation of said corporation and directing that the unanimous consent of the corporation's sole stockholder be obtained thereto:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

"The name of the corporation is Armour-Dial, Inc."

FURTHER RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Fourth" so that, as amended, said Article shall be and read as follows:

"The total number of shares of stock which the corporation shall have authority to issue is Twenty Million (20,000,000) shares of Common Stock of the par value of \$1 per share."

FURTHER RESOLVED, that the 10,000 shares of Common Stock of the par value of \$100 per share of the corporation presently outstanding shall be reclassified and changed into 1,000,000 shares of Common Stock of the par value of \$1 per share of the corporation on the basis that each previously authorized share of Common Stock of the par value of \$100 per share now issued and outstanding shall be reclassified and changed into 100 shares of Common Stock of the par value of \$1 per share.

SECOND: That the said amendments have been consented to by the holder of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of Section 228 of The General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendments were duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of Delaware.

FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendments.

IN WITNESS WHEREOF, said Armour Grocery Products Company has caused its corporate seal to be hereunto affixed and this certificate to be signed by James G. Speer, one of its Vice-Presidents, and Louis R. Miller, its Secretary, this 6th day of June, 1968.

ARMOUR GROCERY PRODUCTS COMPANY

ARMOUR GROCERY PRODUCTS COMPANY
CORPORATE SEAL
DELAWARE

By JAMES G. SPEER
Vice-President

By LOUIS R. MILLER
Secretary

STATE OF ILLINOIS }
COUNTY OF COOK } ss.

BE IT REMEMBERED that on this 6th day of June, 1968, personally came before me, a Notary Public for the State of Illinois, County of Cook, James G. Speer, a Vice-President, and Louis R. Miller, Secretary, of Armour Grocery Products Company, a corporation of the State of Delaware, known to me personally to be such, and they acknowledged the foregoing Certificate of Amendment of the Corporation's Certificate of Incorporation to be their act and deed and the act and deed of said corporation and that the facts stated therein are true.

GIVEN under my hand and seal of office the day and year aforesaid.

PEARL ZIMMERMAN
NOTARY PUBLIC
COOK COUNTY, ILL.

PEARL ZIMMERMAN
Notary Public

My Commission Expires July 5, 1970

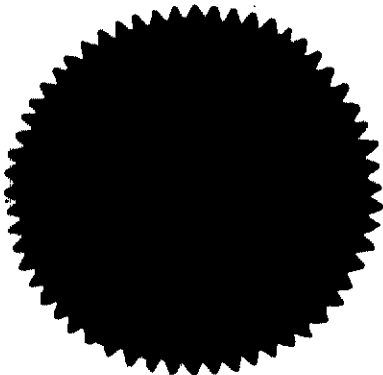
State of Delaware



Office of Secretary of State.

J. Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "ARMOUR GROCERY PRODUCTS COMPANY",
as received and filed in this office the sixth day of June, A.D.
1968, at 12:30 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this sixth day
of June in the year of our Lord
one thousand nine hundred and sixty-eight.



J. Elisha C. Dukes

Secretary of State

A. L. Dames

Asst Secretary of State

Foreign-Delaware

39146-b

**ARTICLES OF
AMENDMENT OF
ARMOUR GROCERY PRODUCTS
COMPANY**

Amdt. chg corporate to:
ARMOUR-DIAL, INC. and incr.
auth.c. \$ to 20,000,000 shs

**STATE OF IDAHO
DEPARTMENT OF STATE
Secretary's Office
Boise, Idaho**

Approved, filed, and admitted to
the records of Articles of Incorpor-
ation of the State of Idaho and
certificate issued

this 21st day of
June, 19 68
at 4:00 o'clock P. M.

FEEES PAID

Filing \$ 75.00

Recording

Certificate 1.00

License Tax 30.00

TOTAL \$ 106.00

PETE T. CENARRUSA

SECRETARY OF STATE

BY Margaret Lennane
CORPORATION CLERK

Filed by: Eberle & Berlin