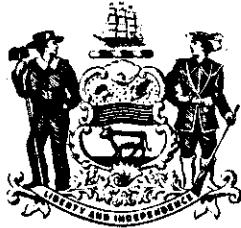


State of Delaware



Mar 13 9 57 AM '84
SECRETARY OF STATE

Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF GEO. A. HORMEL & COMPANY FILED IN THIS OFFICE ON THE SEVENTH DAY OF FEBRUARY, A.D. 1984, AT 9 O'CLOCK A.M.

|||||



Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10189482

840380164

DATE: 02/24/1984

CERTIFICATE OF INCREASE OF CAPITAL STOCK

Geo. A. Hormel & Company, a corporation of the State of Delaware, whose registered office is located at 100 West Tenth Street, Wilmington, Delaware, certifies that at the annual meeting of stockholders held January 31, 1984, the following amendment to the Certificate of Incorporation of Geo. A. Hormel & Company was duly adopted in accordance with Delaware Corporation Law §242:

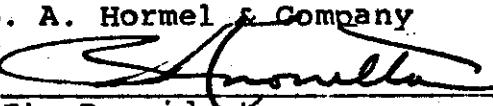
"BE IT RESOLVED, By the stockholders of Geo. A. Hormel & Company, that Article FOURTH of the Certificate of Incorporation of this corporation, as heretofore amended, be amended to read in its entirety as follows:

Fourth: The total number of shares of authorized Capital Stock of this Corporation is 24,000,000 shares of common stock of the par value of \$.9375 each."

Signed on February 1, 1984,

Geo. A. Hormel & Company

By:


John J. Monella

Its President

Attest:


Robert D. Ryberg

Its Secretary

(Seal)