



CERTIFICATE OF AUTHORITY
OF

DALGETY FOODS, INC.

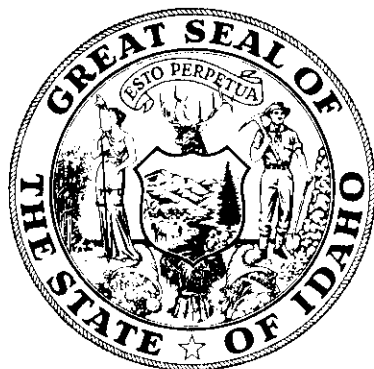
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of DALGETY FOODS, INC.

_____ for a Certificate of Authority to transact business in this State,
duly signed and verified 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 DALGETY FOODS, INC.

to transact business in this State under the name DALGETY FOODS, INC.
_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated January 27, 1983.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is DALGETY FOODS, INC.
2. *The name which it shall use in Idaho is DALGETY FOODS, INC.
3. It is incorporated under the laws of DELAWARE
4. The date of its incorporation is JUNE 1974 and the period of its duration is INDEFINITE
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 W. Tenth Street, Wilmington, DE 19801
6. The street address of its proposed registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Storage and sale of product
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>A.F.H. Stuart</u>	<u>President</u>	<u>909 Blanco Circle, Salinas, CA 93901</u>
<u>F.B. De Bon</u>	<u>Vice President</u>	<u>909 Blanco Circle, Salinas, CA 93901</u>
<u>R.K. Ernest</u>	<u>Vice President</u>	<u>909 Blanco Circle, Salinas, CA 93901</u>
<u>B.M. Berry</u>	<u>Secretary</u>	<u>909 Blanco Circle, Salinas, CA 93901</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>Common</u>	<u>No Par</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
40,000	Common	No Par

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated DECEMBER 17th, 19 82.

DALGETY FOODS, INC.

By A.F.H. Stuart

Its _____ President

and B.M. Berry
Its _____ Secretary

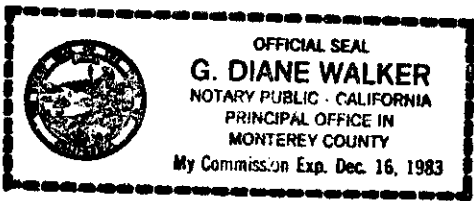
STATE OF CALIFORNIA)
)ss:
COUNTY OF MONTEREY)

I, G. DIANE WALKER, a notary public, do hereby certify that on this 17th day of DECEMBER, 19 82, personally appeared before me A.F.H. STUART, who being by me first duly sworn, declared that he is the PRESIDENT of DALGETY FOODS, INC.

that he signed the foregoing document as PRESIDENT of the corporation and that the statements therein contained are true.

G. Diane Walker
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.





State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation
filed in this office on _____ June 7, 1974 .



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *K. S. [Signature]*

DATE: _____ January 19, 1983

CERTIFICATE OF INCORPORATION

OF

BALFOUR FOODS, INC.

1. The name of the corporation is

Balfour Foods, Inc.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in harvesting, processing, freezing, packaging, and marketing of vegetables and other foods; and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as from time to time amended. The business and purposes specified in each of the foregoing clauses shall be in nowise limited or restricted by reference to, or inference from, the terms of the other foregoing clause or of any other clause in this certificate of incorporation, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

4. The total number of shares of stock which the corporation shall have authority to issue is fifty thousand (50,000) shares of common stock; all of such shares shall be without par value.

5. The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Dennis S. Karjala	601 California Street San Francisco, California 94108

The powers of the incorporator are to terminate upon the filing of this certificate of incorporation. The names and mailing

addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are:

<u>Name</u>	<u>Mailing Address</u>
O.D. Wolcott	2900 Pacific Avenue San Francisco, California 94115
Marshall J. Weigel	1815 Elmwood Road Hillsborough, California 94010
James L. Rankin	37 Laurel Drive Carmel Valley, California 93924


6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred upon it by statute, the board of directors of the corporation is empowered to make, alter and repeal the by-laws of the corporation.

8. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

9. The corporation reserves the right to amend, alter, change 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.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and that the facts herein stated are true, and accordingly have hereunto set my hand this 3rd day of June, 1974.


Dennis S. Karjala

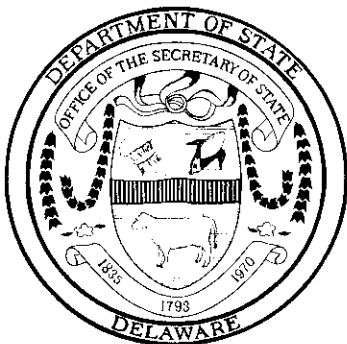


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Ownership _____
filed in this office on August 21, 1974 .



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *K. Seaggs*

DATE: January 19, 1983

CERTIFICATE OF OWNERSHIP AND MERGER

Balfour Foods, Inc. ("BFI"), a Delaware corporation, does hereby certify:

1. That Balfour Foods, Inc., owns 612,072 shares of Common Stock of Spiegl Foods, Inc. ("Spiegl"), a Delaware corporation, which shares constitute 99.385% of the outstanding Common Stock of Spiegl; and

2. That at a meeting of the Board of Directors of BFI duly held, the following resolutions were unanimously adopted to merge Spiegl into BFI and to assume all of its obligations:

"WHEREAS, this corporation owns 612,072 shares of Common Stock of Spiegl Foods, Inc. ("Spiegl"), a Delaware corporation, which shares constitute 99.385% of the outstanding shares of Spiegl; and

"WHEREAS, it is deemed advisable and in the best interests of this corporation that Spiegl be merged into this corporation;

"NOW, THEREFORE, BE IT RESOLVED, that this corporation merge Spiegl into itself and assume all of its obligations pursuant to Section 253 of the Delaware Corporation Law; and

"FURTHER RESOLVED, that upon completion of the merger and surrender of their certificates, each holder of shares of Common Stock of Spiegl, other than the corporation, shall receive for each such share surrendered the sum of \$16.875 plus the contingent right to receive on October 1, 1975, an additional cash payment of up to \$3.05, the amount and terms of such contingent payment to be identical to the Contingent Purchase Price to be paid to former shareholders of Spiegl who tendered their shares pursuant to the Offer to Purchase of Balfour, Guthrie & Co., Limited, a Delaware corporation, dated June 5, 1974, a copy of which is

hereby ordered attached to the minutes hereof as Exhibit A and incorporated herein by reference; and


"FURTHER RESOLVED, that upon the effective date of the merger the name of this corporation shall be changed to SPIEGL FOODS, INC.; and

"FURTHER RESOLVED, that the officers of this corporation be, and they hereby are, authorized and directed to execute, acknowledge, and file a Certificate of Ownership and Merger pursuant to Section 253 of the Delaware Corporation Law and to do any and all things and to execute any and all documents that they consider necessary or advisable in order to consummate such merger."

3. That the meeting of the Board of Directors of BFI at which the foregoing resolutions were adopted was held at San Francisco, California on August 8, 1974; that the number of directors of BFI is three; that there were at all times present and acting at such meeting all two directors, constituting a quorum of the Board; and that all directors present voted in favor of the adoption of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned officers of BFI have executed this Certificate this 8th day of August 1974.

BALFOUR FOODS, INC.


O.D. Wolcott, President


R.C. Mueller, Secretary



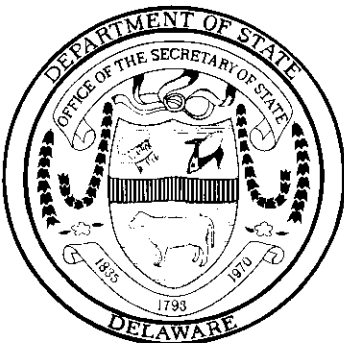


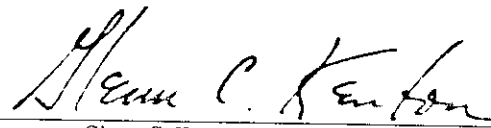
State of DELAWARE



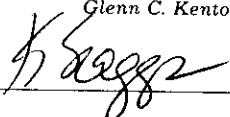
Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Ownership _____
filed in this office on _____ November 1, 1974 _____.





Glenn C. Kenton, Secretary of State

BY:  _____

DATE: _____ January 19, 1983 _____

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Knudsen Frozen Foods, Inc.

INTO

Spiegl Foods, Inc.

Spiegl Foods, Inc., a Delaware corporation, does hereby certify:

1. That Spiegl Foods, Inc. owns 7,600 shares of Common Stock of Knudsen Frozen Foods, Inc., a California corporation, which shares constitute 100% of the outstanding Common Stock of Knudsen Frozen Foods, Inc.; and

2. That at a meeting of the Board of Directors of Spiegl Foods, Inc., duly held, the following resolutions were unanimously adopted to merge Knudsen Frozen Foods, Inc. into Spiegl Foods, Inc., and to assume all of its obligations:

"WHEREAS, this corporation owns 7,600 shares of Common Stock of Knudsen Frozen Foods, Inc. ("Knudsen"), a California corporation, which shares constitute 100% of the outstanding shares of Knudsen; and

"WHEREAS, it is deemed in the best interests of this corporation and its shareholders that this corporation merge Knudsen into itself and assume all of its obligations; it is

"RESOLVED, that this corporation merge Knudsen into itself as of the effective date of the Certificate of Ownership and Merger to be filed pursuant to Section 253 of the Delaware Corporation Law and Section 4119 of the California Corporations Code, and assume all obligations of the merged corporation; and

corporation be, and they hereby are, directed and authorized to execute, acknowledge, and file a Certificate of Ownership and Merger pursuant to Section 253 of the Delaware Corporation Law and Section 4119 of the California Corporations Code and to take any such further actions, to do any and all things, and to execute any and all documents that they deem necessary or advisable in order to consummate such merger."

3. Said resolutions were adopted at a regular meeting of the Board of Directors of Spiegl Foods, Inc., held on October 15, 1974, at Salinas, California. This corporation has six Directors, all of whom were present at such meeting, and said resolutions were adopted by the unanimous vote of all Directors.

IN WITNESS WHEREOF, the undersigned officers of Spiegl Foods, Inc. have executed this Certificate this 15th day of October, 1974.

—Spiegl Foods, Inc.


James L. Rankin, President


Allen D. Willey, Secretary



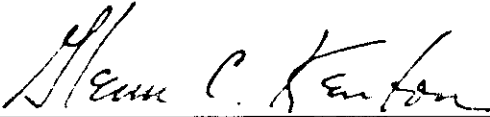
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Ownership _____
filed in this office on _____ November 1, 1974 _____.





Glenn C. Kenton, Secretary of State

BY: _____



DATE: _____ January 19, 1983 _____

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Alameda Frozen Foods, Inc.

INTO

Spiegl Foods, Inc.

Spiegl Foods, Inc., a Delaware corporation,
does hereby certify:

1. That Spiegl Foods, Inc. owns 33,800 shares of Common Stock of Alameda Frozen Foods, Inc., a California corporation, which shares constitute 100% of the outstanding Common Stock of Alameda Frozen Foods, Inc.; and
2. That a meeting of the Board of Directors of Spiegl Foods, Inc., duly held, the following resolutions were unanimously adopted to merge Alameda Frozen Foods, Inc. into Spiegl Foods, Inc., and to assume all of its obligations:

"WHEREAS, this corporation owns 33,800 shares of Common Stock of Alameda Frozen Foods, Inc. ("Alameda"), a California corporation, which shares constitute 100% of the outstanding shares of Alameda; and

"WHEREAS, it is deemed in the best interests of this corporation and its shareholders that this corporation merge Alameda into itself and assume all of its obligations; it is

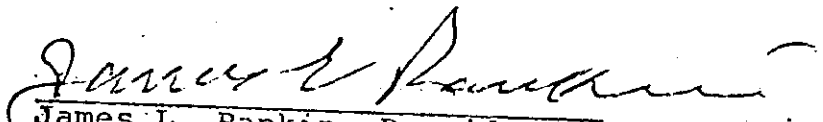
"RESOLVED, that this corporation merge Alameda into itself, as of the effective date of the Certificate of Ownership and merger to be filed pursuant to Section 253 of the Delaware Corporation Law and Section 4119 of the California Corporations Code, and assume all obligations of the merged corporation; and

...RESOLVED, that the officers of this corporation be, and they hereby are, directed and authorized to execute, acknowledge, and file a Certificate of Ownership and Merger pursuant to Section 253 of the Delaware Corporation Law and Section 4119 of the California Corporations Code and to take any such further actions, to do any and all things, and to execute any and all documents that they deem necessary or advisable in order to consummate such merger."

3. Said resolutions were adopted at a regular meeting of the Board of Directors of Spiegl Foods, Inc., held on October 15, 1974, at Salinas, California. This corporation has six Directors, all of whom were present at such meeting, and said resolutions were adopted by the unanimous vote of all Directors.

IN WITNESS WHEREOF, the undersigned officers of Spiegl Foods, Inc. have executed this Certificate this 15th day of October, 1974.

Spiegl Foods, Inc.


James L. Rankin, President


Allen D. Willey, Secretary



State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Correction _____
filed in this office on December 11, 1974 .



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *K. S. Rogers*

DATE: January 19, 1983

CERTIFICATE OF CORRECTION
OF
CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

Alameda Frozen Foods, Inc.

into

Spiegl Foods, Inc.

Spiegl Foods, Inc., a Delaware corporation, does hereby certify:

1. That the instrument being corrected is entitled "CERTIFICATE OF OWNERSHIP AND MERGER MERGING Alameda Frozen Foods, Inc. INTO Spiegl Foods, Inc.," and that said instrument was filed with the Secretary of State of the State of Delaware on November 1, 1974.

2. That the correct name of the dissolving corporation was "Alameda Frozen Foods" rather than "Alameda Frozen Foods, Inc."

3. That the heading, Section 1 and Section 2 of the Certificate of Ownership and Merger, as corrected, should read as follows:

"CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

Alameda Frozen Foods

INTO

Spiegl Foods, Inc.

Spiegl Foods, Inc., a Delaware corporation, does hereby certify:

1. That Spiegl Foods, Inc. owns 33,800 shares of Common Stock of Alameda Frozen Foods, a California corporation, which shares constitute 100% of the outstanding Common Stock of Alameda Frozen Foods; and
2. That a meeting of the Board of Directors of Spiegl Foods, Inc., duly held, the following resolutions were unanimously adopted to merge Alameda Frozen Foods into Spiegl Foods, Inc., and to assume all of its obligations:

'WHEREAS, this corporation owns 33,800 shares of Common Stock of Alameda Frozen Foods ("Alameda"), a California corporation, which shares constitute 100% of the outstanding shares of Alameda; and

'WHEREAS, it is deemed in the best interests of this corporation and its shareholders that this corporation merge Alameda into itself and assume all of its obligations; it is

'RESOLVED, that this corporation merge Alameda into itself, as of the effective date of the Certificate of Ownership and merger to be filed pursuant to Section 253 of the Delaware Corporation Law and Section 4119 of the California Corporations Code, and assume all obligations of the merged corporation; and

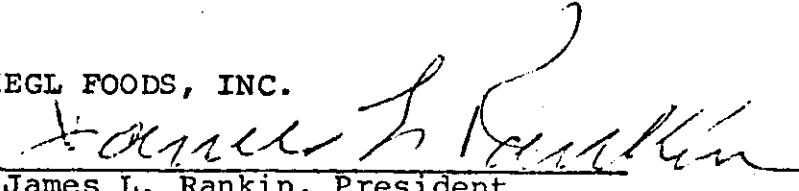
'FURTHER RESOLVED, that the officers of this corporation be, and they hereby are, directed and authorized to execute, acknowledge, and file a Certificate of Ownership and Merger pursuant to Section 253 of the Delaware Corporation Law and Section 4119 of the California Corporations Code and to take any such further actions, to do any and all things, and to execute any and all documents that they deem necessary or advisable in order to consummate such merger.'"

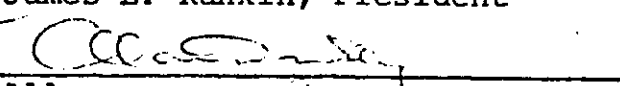
4. That said Paragraph 2, as corrected, conforms the wording of the resolution set forth therein to the wording of the resolution adopted by the board of directors at a meeting held in Salinas, California, on October 15, 1974.

IN WITNESS WHEREOF, the undersigned officers of Spiegel Foods, Inc., have executed this Certificate this 30th day of November, 1974.

SPIEGL FOODS, INC.

By


James L. Rankin, President


Allan D. Willey, Secretary



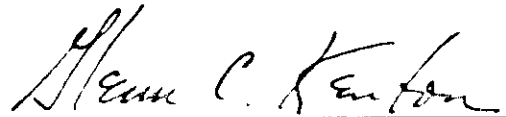
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Amendment _____
filed in this office on _____ December 30, 1977 _____.




Glenn C. Kenton, Secretary of State

BY: 

DATE: January 19, 1983

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Spiegl Foods, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Spiegl Foods, Inc., resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

"The name of the corporation is
Dalgety Foods, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General

Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective on January 1, 1978.

IN WITNESS WHEREOF, said Spiegl Foods, Inc. has caused this certificate to be signed by T.E.G. Krogius, its President, and attested by Monte A. Svardal, its Secretary, this 15th day of December, 1977.

SPIEGL FOODS, INC.

By



 President

ATTEST:

By



 Secretary



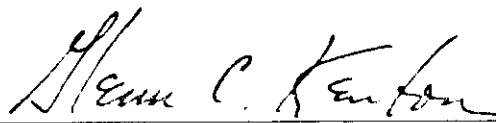
State of DELAWARE

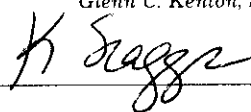


Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Ownership _____
filed in this office on December 3, 1979 .




Glenn C. Kenton, Secretary of State

BY: 

DATE: January 19, 1983

CERTIFICATE OF OWNERSHIP AND MERGER

Merging

CEDERGREEN FOODS CORP.

into

Dalgety Foods, Inc.

Dalgety Foods, Inc., a Delaware corporation, hereby certifies that:

This corporation owns at least 95 percent of the outstanding shares of capital stock of CEDERGREEN FOODS CORP., a Washington corporation.

This corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on October 15, 1979, determined to and did merge into itself Cedergreen Foods Corp.:

RESOLVED, that pursuant to Delaware Corporation Law § 253 and Revised Code of Washington § 23A.20.050, this corporation merge into itself its subsidiary corporation, Cedergreen Foods Corp., and assume all of its obligations.

RESOLVED FURTHER, that the Plan of Merger between this corporation and Cedergreen Foods Corp. be, and hereby is, approved, said plan being set forth as follows:

— PLAN OF MERGER

Dalgety Foods, Inc., as owner of at least 95 percent of the outstanding shares of CEDERGREEN FOODS CORP. shall merge CEDERGREEN FOODS CORP. into Dalgety Foods, Inc., as follows:

(a) Cedergreen Foods Corp. is the subsidiary corporation; Dalgety Foods, Inc. is the surviving corporation.

(b) Dalgety Foods, Inc. owns 30,364-1/12 of the 30,397-5/12 outstanding shares of capital stock of Cedergreen Foods Corp. Upon the merger becoming effective, shares of Cedergreen Foods Corp. owned by Dalgety Foods, Inc. shall be converted into all of the assets of Cedergreen Foods Corp., and Dalgety Foods, Inc. shall pay to the shareholders of Cedergreen Foods Corp. \$163.47 per share, in

cash, upon surrender of each share of Cedergreen Foods Corp. not owned by Dalgety Foods, Inc.

(c) The merger may be terminated or abandoned at any time prior to the filing of a certificate of ownership and merger with the Secretary of State of Delaware or articles of merger with the Secretary of State of Washington.

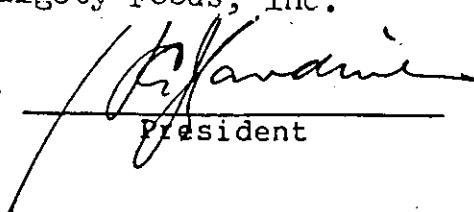
RESOLVED FURTHER, that the Secretary of this corporation be, and hereby is, directed to mail or cause to be mailed a copy of said Plan of Merger to each shareholder of record of Cedergreen Foods Corp. at his last known post office address.

RESOLVED FURTHER, that the proper officers of this corporation be, and hereby are, directed to give written notice of the merger to each stockholder of record entitled to notice, within 10 days after the effective date of the merger.

RESOLVED FURTHER, that the proper officers of this corporation are authorized and directed to execute and file, after 30 days from the mailing of the Plan of Merger to shareholders of Cedergreen Foods Corp., a certificate of ownership and merger pursuant to Delaware Corporation Law § 253 and articles of merger pursuant to Revised Code of Washington § 23A.20.050, and to do and perform any and all other actions and things as may to any of them consider necessary or proper to implement and effect consummation of the merger and to carry out all of the foregoing resolutions.

IN WITNESS WHEREOF, Dalgety Foods, Inc. has caused this certificate to be duly executed this 28th day of November, 1979.

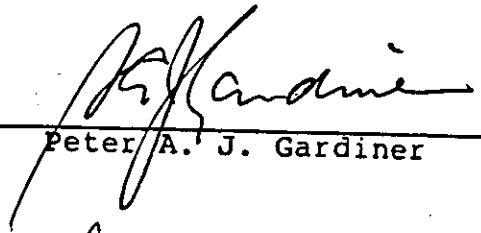
Dalgety Foods, Inc.

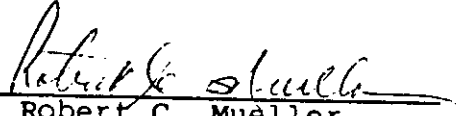
By 
President

Attest:


Assistant Secretary

The undersigned, Peter A. J. Gardiner and Robert C. Mueller, declare under penalties of perjury that they are the President and Assistant Secretary, respectively, of Dalgety Foods, Inc., a Delaware corporation, which executed the foregoing certificate, that they have examined the foregoing certificate, that to the best of their knowledge and belief, it is true, correct and complete, and that this acknowledgement was executed on November 28, 1979, at San Mateo, California.


Peter A. J. Gardiner


Robert C. Mueller



State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Ownership _____
filed in this office on July 14, 1980 .



Glenn C. Kenton
Glenn C. Kenton, Secretary of State
BY: K. Seaggs
DATE: January 19, 1983

CERTIFICATE OF OWNERSHIP AND MERGER

Merging
Kelley, Farquhar & Co.
into
Dalgety Foods, Inc.

Dalgety Foods, Inc., a Delaware corporation, hereby certifies that:

This corporation owns 1,165 shares of Preferred Stock and 247.7922 shares of Common Stock of Kelley, Farquhar & Co., an Oregon corporation, which shares constitute 100% of the issued and outstanding shares of each class of stock of Kelley, Farquhar & Co.

This corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting on June 25, 1980, determined to and did merge into itself Kelley, Farquhar & Co.:

RESOLVED, effective as of the date of the filings of a certificate of ownership and merger and articles of merger, pursuant to Delaware Corporation Law § 253 and Oregon Revised Statutes § 57.495, respectively, this corporation merge into itself its wholly-owned subsidiary, Kelley, Farquhar & Co.;

RESOLVED FURTHER, that the Plan of Merger between this corporation and Kelley, Farquhar & Co. be, and hereby is, approved, said plan being set forth as follows:

PLAN OF MERGER

Dalgety Foods, Inc., as owner of 100% of the issued and outstanding shares of each class of stock of Kelley, Farquhar & Co., shall merge Kelley, Farquhar & Co. into Dalgety Foods, Inc. as follows:

(a) Kelley, Farquhar & Co. is the subsidiary corporation; Dalgety Foods, Inc. is the surviving corporation.

(b) Upon the effectiveness of the merger, all of the issued and outstanding shares of each class of the subsidiary corporation shall be converted into all of the assets of the subsidiary corporation, and the surviving corporation shall assume all the obligations of the subsidiary corporation.

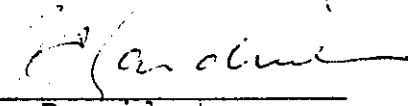
(c) The merger may be terminated or abandoned at any time prior to the filing of a certificate of ownership and merger with the Secretary of State of Delaware or articles of merger with the Corporation Commissioner of Oregon.

RESOLVED FURTHER, that the proper officers of this corporation be, and hereby are, authorized and directed to execute and file a certificate of ownership and merger pursuant to Delaware Corporation Law § 253 and articles of merger pursuant to Oregon Revised Statutes § 57.495, and to do and perform any and all other actions and things as may to any of them consider necessary or proper to implement and effect consummation of the merger and to carry out all of the foregoing resolutions.


IN WITNESS WHEREOF, Dalgety Foods, Inc. has caused this certificate to be duly executed this 25 day of June, 1980.

DALGETY FOODS, INC.

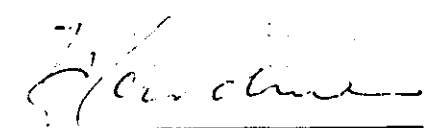
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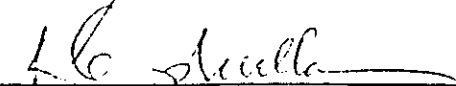

President

Attest:


Assistant Secretary

The undersigned, Peter A. J. Gardiner and Robert C. Mueller, declare under penalties of perjury that they are the President and Assistant Secretary, respectively, of Dalgety Foods, Inc., a Delaware corporation, which executed the foregoing certificate, that they have examined the foregoing certificate, that to the best of their knowledge and belief, it is true, correct and complete, and that said certificate is the act and deed of said corporation.


Peter A. J. Gardiner


Robert C. Mueller