

State of Idaho

Department of State.

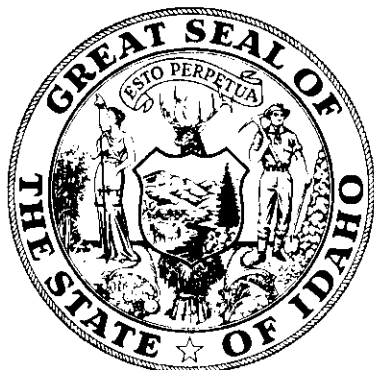
CERTIFICATE OF AUTHORITY OF

CAG SUBSIDIARY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CAG SUBSIDIARY, 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 CAG SUBSIDIARY, INC. to transact business in this State under the name CAG SUBSIDIARY, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated **November 23, 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:

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SECRETARY OF STATE

1. The name of the corporation is CAG Subsidiary, Inc.
2. *The name which it shall use in Idaho is same
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is September 21, 1983 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different from that in item 5 Suite 1500 One Central Park Plaza, Omaha, NE 68102
7. 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 C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: food processing and distribution

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

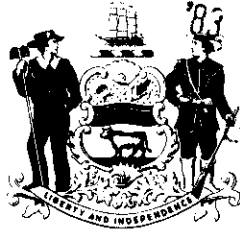
Name	Office	Address
<u>John B. Phillips</u>	<u>President/Director</u>	<u>Suite 1500 - One Central Park Plaza, Omaha, NE 68102</u>
<u>D. T. Peters</u>	<u>V.P./Director</u>	<u>" "</u>
<u>L. B. Thomas</u>	<u>V.P.-Finance/Sec.- Treasurer/Director</u>	<u>" "</u>
<u>John Dill</u>	<u>V.P. - Tax</u>	<u>" "</u>
<u>Dorothy Young</u>	<u>Asst. Sec.</u>	<u>" "</u>

10. 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>10,000</u>	<u>Common</u>	<u>\$1.00</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

State of Delaware



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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 INCORPORATION OF CAG SUBSIDIARY, INC. FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 1983, AT 10 O'CLOCK A.M.

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Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10071203

DATE: 09/21/1983

732640011

CERTIFICATE OF INCORPORATION

OF

CAG SUBSIDIARY, INC.

I, the undersigned, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby certify as follows:

ARTICLE I

NAME

The name of this corporation is CAG SUBSIDIARY, INC.

ARTICLE II

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

Its registered office in the State of Delaware is to be located at 100 West 10th Street, in Wilmington, County of New Castle. The registered agent in charge thereof at such address is The Corporation Trust Company.

ARTICLE III

PURPOSES

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

AUTHORIZED SHARES

The total number of shares which the corporation is authorized to issue is 10,000 of common stock of the par value of \$1.00 each.

ARTICLE V

NAME AND ADDRESS OF INCORPORATOR

The name and mailing address of the incorporator is V. A. Brookens, 100 West Tenth Street, Wilmington, Delaware 19801.

ARTICLE VI

DIRECTORS' POWERS

The directors shall have power to make and alter or amend the by-laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of this corporation.

ARTICLE VII

INTEREST OF DIRECTORS IN TRANSACTIONS

In absence of fraud, no contract or other transaction between the corporation and any other person, corporation, firm, syndicate, association, partnership, or joint venture shall be wholly or partially invalidated or otherwise affected by reason of the fact that one or more of the directors of the corporation are or become directors or officers of such other corporation, firm, syndicate or association, or members of such partnership or joint venture, or are pecuniarily or otherwise interested in such contractual transaction, provided, that the fact such director or directors of the corporation are so situated or so interested or both, shall be disclosed or shall have been known to the Board of Directors of the corporation. Any director or directors of the corporation who is also a director or officer of such other corporation, firm, syndicate, or association, or a member of such partnership, or joint venture, or pecuniarily or otherwise interested in such contract or transaction, may be counted for the purpose of determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction and in the absence of fraud, and as long as he acts in good faith, any such director may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not a director or officer of such other corporation, firm, syndicate, or association, or a member of such partnership, or joint venture, or pecuniarily or otherwise interested in such contract or transaction.

ARTICLE VIII

GENERAL PROVISIONS

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the directors shall have the authority to dispose, in any manner, of the whole property of this corporation.

The by-laws shall determine whether and to what extent the accounts and books of this corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book, or document of this corporation, except as conferred by the law or the by-laws, and by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside of the state of Delaware, and at such places as may be from time to time designated by the by-laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Delaware.

It is the intention that the objects, purposes and powers specified in the articles hereof shall, except where otherwise specified in these articles, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes and powers specified in the articles and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this certificate, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand this 21st day of September, 1983.

V. A. Brookens

V. A. Brookens, Incorporator