



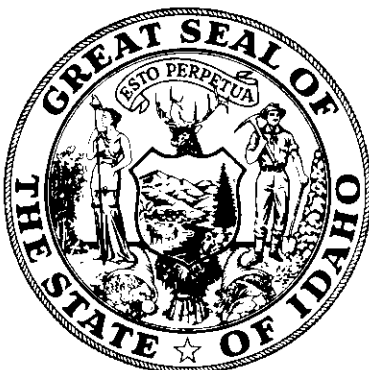
AMENDED CERTIFICATE OF AUTHORITY  
OF

BROOK ACQUISITION CORP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BROOK ACQUISITION CORP. for an Amended 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 Amended Certificate of Authority to OROWEAT FOODS COMPANY to transact business in this State under the name OROWEAT FOODS COMPANY and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated June 11, 1984.



*Pete T. Cenarrusa*  
SECRETARY OF STATE

*Shirley J. Clark*  
Corporation Clerk

**APPLICATION FOR AMENDED CERTIFICATE  
OF AUTHORITY**

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, **Idaho Code**, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on May 7, 1984,  
19\_\_\_\_, authorizing it to transact business in the State of Idaho under the name of \_\_\_\_\_  
Brook Acquisition Corp.

2. Its corporate name has been changed to Oroweat Foods Company

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is \_\_\_\_\_  
Oroweat Foods Company

*Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)*

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No change

(Note: If no additional purposes are proposed, insert "No change.")

Dated May 31, 19 84

By John E. Nevins  
John E. Nevins  
Its Vice President

And Robert P. Mulgrew  
Robert P. Mulgrew  
Its Assistant Secretary

STATE OF NEW YORK )  
 ) ss:  
COUNTY OF WESTCHESTER )

I, Natalie M. Waterman, a notary public, do hereby certify that on this  
31st day of May, 19 84, personally appeared

(continued on reverse)

before me John E. Nevins, who being by me first duly sworn,  
declared that he is the Vice President of Oroweat Foods Company

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



Notary Public

**NATALIE M. WATERMAN**  
Notary Public, State of New York  
No. 01WA9546700  
Qualified in Westchester County  
Commission Expires March 30, 1988



Jun 11 10 5 AM '84

# 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 \_\_\_\_\_ Merger \_\_\_\_\_

filed in this office on \_\_\_\_\_ May 18, 1984 \_\_\_\_\_.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

BY: *B. Akers*

DATE: June 5, 1984

CERTIFICATE OF MERGER  
OF  
OROWEAT FOODS COMPANY  
(a Delaware corporation)  
INTO  
BROOK ACQUISITION CORP.  
(a Delaware corporation)

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Pursuant to Section 251 of the  
General Corporation Law of the  
State of Delaware

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The undersigned, a duly elected Vice President and a duly elected Assistant Secretary of BROOK ACQUISITION CORP., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), do hereby certify, pursuant to Section 251 of the General Corporation Law of the State of Delaware, as follows:

FIRST: The names of the constituent corporations are OROWEAT FOODS COMPANY, a Delaware corporation ("Oroweat"), and BROOK ACQUISITION CORP., a Delaware corporation.

SECOND: An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of Oroweat and the Corporation in accordance with Section 251(c) of the General Corporation Law of the State of Delaware.

THIRD: The surviving corporation shall be the Corporation.

FOURTH: Article FIRST of the Certificate of Incorporation of the Corporation shall be amended, effective upon the merger, to read in its entirety as follows:

"The name of the corporation is OROWEAT FOODS COMPANY."


The Certificate of Incorporation of the Corporation, as so amended, shall be and remain the Certificate of Incorporation of the surviving corporation until further amended as provided by law.

FIFTH: An executed copy of the agreement of merger is on file at the principal place of business of the Corporation, 1724 Fifth Avenue, Bay Shore, New York 11706.

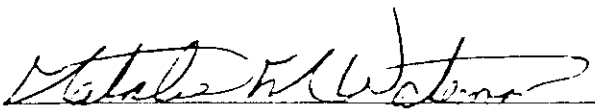
SIXTH: A copy of the agreement of merger will be furnished by the Corporation, on request and without cost, to any stockholder of Oroweat or of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed and acknowledged this certificate this 18th day of May, 1984.

BROOK ACQUISITION CORP.

By  see  
Vice President

Attest:

  
Assistant Secretary