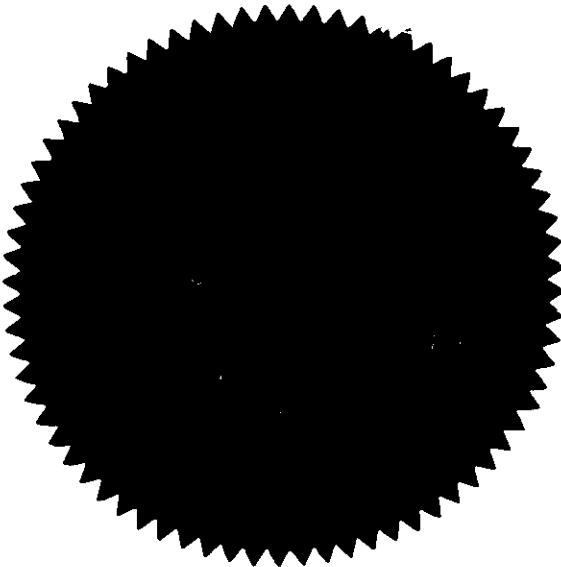


State of Maine

Department of State

I, Paul A. MacDonald, Secretary of State, certify, that the paper to which this is attached, is a true copy from the records of this office.



In Testimony Whereof, I have caused the Great Seal of the State to be hereunto affixed. GIVEN under my hand at Augusta, this second day of March in the year of our Lord one thousand nine hundred and sixty-four and in the one hundred and eighty-eighth year of the Independence of the United States of America.

Paul A. MacDonald

Secretary of State

THE CUDAHY PACKING COMPANY

CERTIFICATE OF CHANGE

THIS IS TO CERTIFY that at the annual meeting of the stockholders of THE CUDAHY PACKING COMPANY, held at the office of the corporation, 57 Exchange Street, Cumberland County, Portland, Maine, on February 21, 1964, at 9:30 A.M., at which meeting a majority in interest of all the stockholders was represented, the following resolutions were adopted by a vote representing a majority of the voting power:

RESOLVED, That the Certificate of Organization as amended, of the corporation, be amended by adding to the corporate purposes and powers, the following provision:

"Generally to undertake, engage in, transact and carry on any and all other kinds of business that may be lawfully carried on by corporations organized under Section 8 of Chapter 53 of the Revised Statutes of Maine, 1954, as the same may be from time to time amended, provided, however, that nothing in these purposes shall authorize the corporation to conduct or transact any business within the exceptions contained in said Section 8 of Chapter 53 or to exercise any powers not permitted by law to corporations organized under this section."

FURTHER RESOLVED, That the Clerk of this company be and he hereby is authorized and directed to prepare and file in the office of the Secretary of State of Maine a certificate carrying into effect the foregoing resolution.

It is further certified that of the issued and outstanding 1,542,213 shares of common stock of The Cudahy Packing Company, 1,345,919 shares were represented at the meeting and that 1,340,401 shares voted in favor of the adoption of the foregoing amendment to the Certificate of Organization and that 5,518 shares voted against the adoption of the foregoing amendment to the Certificate of Organization.

I, ROBERT B. WILLIAMSON, JR., Clerk of THE CUDAHY PACKING COMPANY, have compared the foregoing resolutions of the stockholders with the original thereof as recorded in the record book of the said company, and do hereby certify that the same is a correct transcript therefrom and of the whole of said original resolutions.

Dated: February 26, 1964

ROBERT B. WILLIAMSON JR.
Clerk

STATE OF MAINE

Attorney General's Office

February 27, 1964

I hereby certify that I have examined the foregoing certificate, the same is properly drawn and signed, and is conformable to the constitution and laws of the State, and I am satisfied that such changes are made in good faith and not for the purpose of avoiding payment of fees or taxes to the State.

JOHN W. BENOIT
Assistant Attorney General