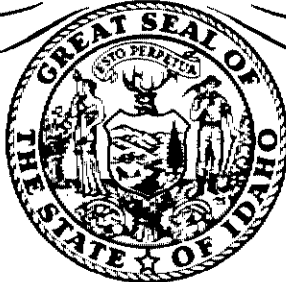


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

MONFORT OF COLORADO, INC.

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Sixteenth** day of **May** 19 **73**, a properly authenticated copy of its articles of incorporation, and on the **16th** day of **May** 1973, a designation of **T.H. Kberle or R.B. Kading or J.R. Gillespie** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **16th** day of **May**, A.D., 1973.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

CERTIFICATE OF INCORPORATION
OF
MONFORT OF COLORADO, INC.

ARTICLE I

The name of the corporation is MONFORT OF COLORADO, INC.

ARTICLE II

The address of the corporation's 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 the corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

The corporation shall possess and may exercise all the powers and privileges granted by the General Corporation Law of the State

of Delaware or by any other law or by this Certificate of Incorporation or otherwise, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes set forth in Article III of this Certificate of Incorporation.

ARTICLE V

A. The total number of shares of all classes of stock which the corporation shall have authority to issue is eight million (8,000,000) shares. Of such shares, seven million (7,000,000) shares shall be designated as Common Stock and shall have a par value of One Dollar (\$1.00) each, and one million (1,000,000) shares shall be designated as Preferred Stock and shall have a par value of One Dollar (\$1.00) each.

B. To the full extent now or hereafter permitted by and in accordance with this Certificate of Incorporation and the laws of the State of Delaware, authority is expressly vested in the board of directors of the corporation to issue the Preferred Stock as a class or in one or more series within such class. The Preferred Stock as a class or any series thereof may have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, may be made convertible into, or exchangeable for, shares of the corporation of any other class or classes of stock, or of any series thereof, at

such price or prices or at such rates of exchange and with such adjustments, and may be made subject to redemption at such time or times and at such price or prices, as shall be stated, expressed and fixed in a resolution or resolutions providing for the issue of such stock adopted by the board of directors pursuant to this authority. In addition, the holders of the Preferred Stock or of any series thereof shall be entitled to receive dividends at such rates, on such conditions and at such times and payable cumulatively or noncumulatively and in preference to, or in such relation to, the dividends payable on any other class or classes or of any other series of stock, and shall further be entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the corporation, as shall be stated, expressed and fixed in the resolution or resolutions providing for the issue of such stock adopted by the board of directors as hereinabove provided.

C. Subject to the provisions of any applicable law and such provisions as may from time to time be made in the bylaws of the corporation with respect to fixing a record date for the determination of shareholders entitled to vote, and except as may otherwise be provided pursuant to the authority granted in paragraph B of this Article V above, the entire voting power of the corporation for the election of directors of the corporation and for all other purposes shall be vested in the Common Stock and each holder of record of shares of Common Stock shall be entitled to one vote for each share of Common Stock held by such shareholder; provided that

the cumulative system of voting for the election of directors of the corporation or for any other purpose shall not be allowed. Elections of directors of the corporation need not be by ballot unless otherwise provided in the bylaws of the corporation.

D. Whenever the vote of shareholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, the meeting and vote of shareholders may be dispensed with and such action may be taken with the written consent of shareholders who would have been entitled to vote upon the action if such meeting were held having not less than the minimum percentage of the total vote required by statute for the proposed corporate action, provided that prompt notice shall be given to all shareholders of the taking of corporate action without a meeting and by less than unanimous consent.

E. Shares of stock of the corporation may be issued for such consideration expressed in dollars (not less than the par value thereof in the case of shares of stock with par value) and for such corporate purposes as shall be fixed and determined from time to time by the board of directors.

F. No shareholder of the corporation shall have any preemptive or other right to subscribe to, purchase or acquire any additional issues of shares of stock of the corporation of any class or any series thereof or any other rights or securities of the corporation, whether now or hereafter authorized and whether or not convertible into or evidencing or carrying a right to subscribe to, purchase or acquire any shares of stock, rights or securities of the corporation.

ARTICLE VI

The corporation shall have perpetual existence.

ARTICLE VII

All of the provisions of section 145 of Title 8 of the Delaware Code (entitled "Indemnification of officers, directors, employees and agents; insurance") as the same exist on the date of filing this Certificate of Incorporation shall be deemed incorporated herein by this reference as if set forth in full, shall as so incorporated be deemed fully applicable to the corporation and, except to the extent hereafter proscribed by statute, shall be deemed to remain a part hereof as so incorporated notwithstanding subsequent amendment or repeal thereof. In addition and without in any way limiting the powers of the corporation as above provided or otherwise, the corporation shall possess and may exercise all powers of indemnification and all powers incidental thereto (including without limitation the power to advance expenses and to purchase and maintain insurance with respect thereto) set forth and provided from time to time in the General Corporation Law of the State of Delaware (whether or not under the aforesaid section 145 of Title 8 of the Delaware Code as the same may from time to time exist), by any other law or otherwise.

ARTICLE VIII

No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and

any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if the material facts as to his interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director or directors; or if the material facts as to his interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract or transaction is specifically approved in good faith by vote of the shareholders; or if the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the board of directors, a committee thereof, or the shareholders. Interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction.

ARTICLE IX

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any

court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ARTICLE X

In furtherance and not in limitation of the general and specific authority and power now or hereafter conferred by the General Corporation Law of the State of Delaware, or otherwise, the board

of directors is expressly authorized and empowered on behalf of the corporation and without shareholder action:

(1) To make, alter or repeal bylaws for the corporation, subject, however, to the authority and power of the sole incorporator to adopt the original bylaws.

(2) To keep the books and records of the corporation at such place or places within or without the State of Delaware as the Board of Directors may from time to time designate.

(3) To exercise all of the corporation's authority and power of indemnification as provided in Article VII of this Certificate of Incorporation.

(4) To set apart out of any of the funds of the corporation available for dividends any reserve or reserves for any proper purpose and to abolish any such reserve or reserves in the manner in which the same was created.

(5) Subject to the provisions of the General Corporation Law of the State of Delaware, to exercise any and all of the corporation's authority and power and such other authority and power in addition to the authority and power expressly conferred by law and by this Certificate of Incorporation, which may be conferred upon the board of directors by the corporation through appropriate bylaw provisions or otherwise.

ARTICLE XI

The name and mailing address of the sole incorporator is

Kenneth W. Monfort, Box G, Greeley, Colorado 80631.

ARTICLE XII

The corporation reserves the right to amend, alter, change, repeal or add to any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the statutes of the State of Delaware, and all rights and powers conferred herein, whether upon directors, shareholders or otherwise, are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate of Incorporation, hereby declaring and certifying that this is his act and deed and that the facts herein stated are true, and accordingly has hereunto set his hand this.

7th day of March, 1969.

Kenneth W. Monfort
Kenneth W. Monfort

STATE OF COLORADO)
COUNTY OF Adams) ss.

BE IT REMEMBERED that on this 7th day of March,
A.D. 1969, personally came before me, a Notary Public for the State

of Colorado, Kenneth W. Monfort, the only person who signed the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged that the said Certificate of Incorporation is his act and deed and that the facts stated therein are true.

GIVEN under my hand and seal of office the day and year aforesaid.

My Commission expires: October 31 1971

CAROL R. MEDINA
NOTARY PUBLIC
STATE OF COLORADO

[XXXXXXXX]

Carol R. Medina
Notary Public

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

MONFORT OF COLORADO, 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 the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation:

RESOLVED, that Paragraph D of Article V of the Certificate of Incorporation of the Company be amended by deleting all of the present Paragraph D and by substituting in lieu thereof the following paragraph:

"D. Whenever the vote of shareholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, the meeting and vote of shareholders may be dispensed with if all of the shareholders who would have been entitled to vote upon the action if such meeting were held shall consent in writing to such corporate action being taken."

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 and said written consent was filed with the corporation.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said MONFORT OF COLORADO, INC. has caused its corporate seal to be hereunto affixed and this certificate to be signed by its President, and attested by its Secretary, this 19 day of December, 1969.

MONFORT OF COLORADO, INC.

SEAL

1969

DELAWARE

(CORPORATE SEAL)

By

Kenneth Monfort
President

ATTEST:

Ruthen Feuerstein
Secretary

STATE OF COLORADO)
) ss.
COUNTY OF WELD)

BE IT REMEMBERED that on this 19th day of December
A.D. 1969, personally came before me, Shirley A. Briggs,
a Notary Public in and for the County and State aforesaid,
Kenneth W. Monfort, President of a corporation of the State of
Delaware, the corporation described in and which executed the
foregoing certificate, known to me personally to be such, and he,
the said Kenneth W. Monfort as such President, duly executed the
said Certificate before me and acknowledged the said certificate
to be his act and deed and the act and deed of said corporation
and the facts stated therein are true; that the signature of the
President of said corporation to the foregoing certificate is in
the handwriting of the said President of said corporation, and
that the seal affixed to said certificate, and attested by the
Secretary of said corporation, is the common or corporate seal
of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of
office the day and year aforesaid.

Shirley A. Briggs
Notary Public

(Seal)

My Commission expires Aug. 25, 1973

SHIRLEY A. BRIGGS
NOTARY PUBLIC
STATE OF COLORADO

CERTIFICATE OF AMENDMENT

TO THE

**CERTIFICATE OF INCORPORATION
OF
MONFORT OF COLORADO, INC.**

MONFORT OF COLORADO, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY that:

1. The following amendment to said corporation's Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, namely that paragraph C. of Article V. of said corporation's Certificate of Incorporation is amended to read as follows:

C. Subject to the provisions of any applicable law and such provisions as may from time to time be made in the bylaws of the corporation with respect to fixing a record date for the determination of shareholders entitled to vote, and except as may otherwise be provided pursuant to the authority granted in paragraph B. of this Article V. above, the entire voting power of the corporation for the election of directors of the corporation and for all other purposes shall be vested in the Common Stock and each holder of record of shares of Common Stock shall be entitled to one vote for each share of Common Stock held by such shareholder; provided that in all elections of directors of the corporation, each holder of record of shares of Common Stock shall be entitled to as many votes as shall equal the number of votes which (except for provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected by him, and that he may cast all of such votes for a single director or may distribute them among the number to be voted for or for any two or more of them as he may see fit. Elections of directors of the corporation need not be by ballot unless otherwise provided in the bylaws of the corporation.

2. The capital of said corporation will not be reduced under or by reason of the aforesaid amendment.

IN WITNESS WHEREOF, MONFORT OF COLORADO, INC., has caused its corporate seal to be affixed hereto and this Certificate to be

signed by its President and attested by its Secretary this 12
day of February, 1973.

CORPORATE SEAL

MONFORT OF COLORADO, INC.

By Kenneth Monfort
President

(SEAL)

ATTEST:

Kathleen Zuercher
Secretary

STATE OF COLORADO)
) SS.
COUNTY OF WELD)

BE IT REMEMBERED that on this 12th day of February, A.D. 1973, personally came before me, Fabrice A. Becker, a Notary Public in and for the County and State aforesaid, Kenneth W. Monfort, President of a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said Kenneth W. Monfort, as such President, duly executed the said Certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; that the signature of the President of said corporation to the foregoing certificate is in the handwriting of the said President of said corporation, and that the seal affixed to said certificate, and attested by the Secretary of said corporation, is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Fabrice A. Becker
Notary Public

NOTARIAL SEAL

My Commission expires Mar. 23, 1976

My commission expires _____

(SEAL)

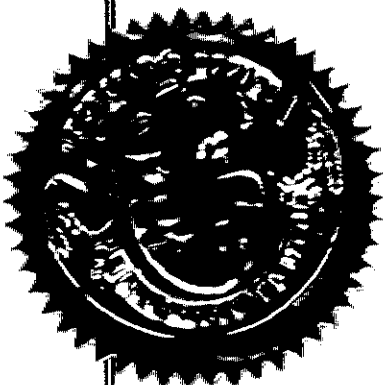
STATE OF DELAWARE
OFFICE OF SECRETARY OF STATE.

I, ROBERT H. REED, Secretary of State of the State of Delaware, do hereby further certify that the above and foregoing pages numbered from 1 to 10, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "MONFORT OF COLORADO, INC.", as received and filed in this office the twelfth day of March, A.D. 1969, at 10 o'clock A.M.

And I do hereby further certify that the above and foregoing pages numbered from 1 to 3, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "MONFORT OF COLORADO, INC.", as received and filed in this office the twenty-ninth day of December, A.D. 1969, at 10 o'clock A.M.

And I do hereby further certify that the above and foregoing pages numbered from 1 to 2, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "MONFORT OF COLORADO, INC.", as received and filed in this office the twentieth day of February, A.D. 1973, at 10 o'clock A.M.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and official seal at Dover this tenth day of
May in the year of our Lord one thousand nine
hundred and seventy-three.



Secretary of State