

State of Idaho

Office of the Secretary of State

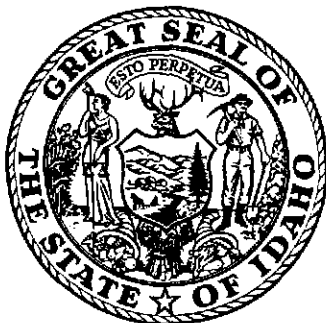
**CERTIFICATE OF AUTHORITY
OF
CONAGRA FOODS SALES, LLC**

File Number W 138473

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Uniform Limited Liability Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: June 2, 2014



Ben Yursa

SECRETARY OF STATE

By *Conthia*

FILED EFFECTIVE

253

**APPLICATION FOR CERTIFICATE
OF AUTHORITY FOR FOREIGN
LIMITED LIABILITY COMPANY**

(Instructions on back of application)

JUN -2 PM 2:40
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

ConAgra Foods Sales, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is:
- DE

4. The name and complete street address of the registered agent in Idaho is:

The Prentice-Hall Corporation System, Inc. 12550 W. Explorer Drive, Suite 100, Boise, ID 83713

5. The street and mailing address of the limited liability company's principal office is:

One ConAgra Drive, 1-237, Omaha NE 68102*Street Address**Mailing Address, if different*

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

c/o The Prentice-Hall Corporation Systems, Inc., 2711 Centerville Rd., Ste. 400, Wilmington DE 19808*Street Address**Mailing Address, if different*

7. The name and mailing address of at least one member or manager:

ConAgra Foods, Inc. (Member) One ConAgra Drive, 1-237, Omaha NE 68102

8. The mailing address for future correspondence:

One ConAgra Drive, 1-237, Omaha Ne 68102

9. Signature of a manager, member or authorized person.

*Signature*Randall D. Harvey, VP of Member, ConAgra Foods, Inc.*Typed Name*

Secretary of State use only

IDAHO SECRETARY OF STATE

06/02/2014 05:00

CK:1940306 CT:172099 BH:1427264

1@ 100.00 = 100.00 REGFORGLLC #2

1@ 20.00 = 20.00 EXPEDITE C #3

W138473

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONAGRA FOODS SALES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF MAY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONAGRA FOODS SALES, LLC" WAS FORMED ON THE TWENTIETH DAY OF FEBRUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4304139 8300

140765361

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1412191

DATE: 05-30-14