

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
ARMOUR GROCERY PRODUCTS COMPANY

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **15th** day of **January** 19 **68**, a properly authenticated copy of its articles of incorporation, and on the **15th** day of **January** 19 **68**, a designation of **T.H. Hberle or W.C. Roden** 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 **15th** day of **January**, A.D., 19 **68**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

OCT. 30, 1967 10 AM

CERTIFICATE OF INCORPORATION
OF
ARMOUR GROCERY PRODUCTS COMPANY

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FIRST. The name of the corporation is
ARMOUR GROCERY PRODUCTS COMPANY

SECOND. The address of its 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 its registered agent at such address is The Corporation Trust Company.

THIRD. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is ten thousand (10,000) shares of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to One Million Dollars (\$1,000,000.00).

FIFTH. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
B. J. Consono	100 West Tenth Street Wilmington, Delaware
F. J. Obara, Jr.	100 West Tenth Street Wilmington, Delaware
A. D. Grier	100 West Tenth Street Wilmington, Delaware

SIXTH. The name and mailing address of each person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
W. R. Emery	401 North Wabash Avenue Chicago, Illinois 60611
L. R. Miller	401 North Wabash Avenue Chicago, Illinois 60611
D. J. Baddeley	401 North Wabash Avenue Chicago, Illinois 60611

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

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

By a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the

extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, the by-laws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called upon such notice as is required by statute, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

NINTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any

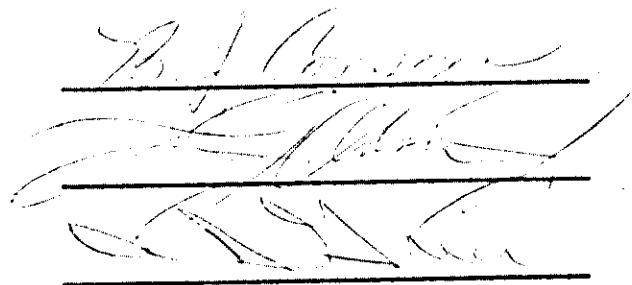
class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers 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.

TENTH. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may

provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

ELEVENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 27th day of October, 1967.

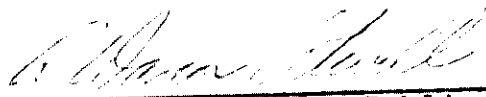


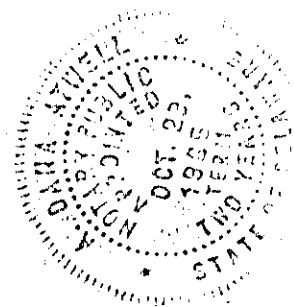
STATE OF DELAWARE
COUNTY OF NEW CASTLE

} ss:

BE IT REMEMBERED that on this 27th day of
October, 1967, personally came before me, a Notary
Public for the State of Delaware, B. J. Consono,
F. J. Obara, Jr. and A. D. Grier, all of the parties to the
foregoing certificate of incorporation, known to me per-
sonally to be such, and severally acknowledged the said cer-
tificate to be the act and deed of the signers respectively
and that the facts stated therein are true.

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


Notary Public



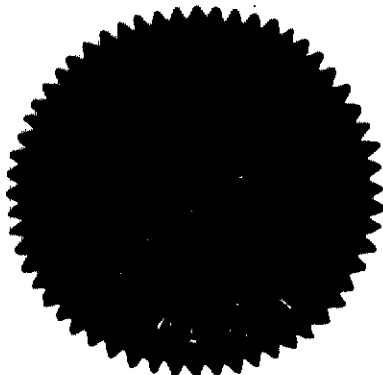
State of Delaware



Office of Secretary of State.

J. Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "ARMOUR GROCERY PRODUCTS COMPANY",
as received and filed in this office the thirtieth day of October, A.D.
1967, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-ninth day
of December in the year of our Lord
one thousand nine hundred and sixty-seven.



Elisha C. Dukes

Secretary of State

N. L. Dukes

Ass't Secretary of State

CONSENT TO USE OF NAME

* * * *

ARMOUR AND COMPANY, a corporation organized under the laws of the State of Delaware, and qualified in Idaho, hereby consents to the qualification of ARMOUR GROCERY PRODUCTS COMPANY in the State of Idaho.

IN WITNESS WHEREOF, the said ARMOUR AND COMPANY has caused this consent to be executed by its vice president and attested under its corporate seal by its assistant secretary, this 8th day of January, 1968.


ARMOUR AND COMPANY

By


Vice President



Attest:


Assistant Secretary

(SEAL)

39146

No. _____

Articles of Incorporation
of
ARMOUR GROCERY PRODUCTS COMPANY

Place of business Boise
Existence Perpetual
Capital Stock \$1,000,000.00

STATE OF IDAHO
Department of State
Boise, Idaho

Approved, filed and admitted to the
records of articles of Incorporation
of the State of Idaho and certificate
issued this 15th

day of January 19 68
at 9:00 o'clock A. M.

FEES PAID

Filing	\$ <u>125.00</u>
Recording	<u> </u>
Cert. Copy	<u>1.00</u>
Certificate	<u>6.00</u>
License Tax	<u>90.00</u>
<u>D/A</u>	<u>5.00</u>
<u>A/S</u>	<u>1.00</u>
TOTAL	\$ <u>228.00</u>

Pete T. Cenarrusa

SECRETARY OF STATE

BY _____

Margaret Lawrence
CORPORATION CLERK

Filed by: Richards, Haga & Eberle
Attorneys, Boise, Idaho