

State of Idaho

Department of State

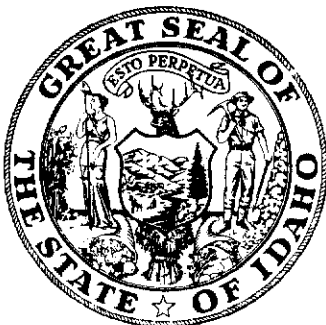
CERTIFICATE OF WITHDRAWAL OF

RALCORP HOLDINGS, INC.
File Number C 105273

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of RALCORP HOLDINGS, INC. for a Certificate of Withdrawal from this State, duly executed 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 Certificate of Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: February 27, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Debrais*

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

To the Secretary of State of Idaho

Pursuant to Section 30-1-119, *Idaho Code*, the undersigned Corporation hereby applies for a Certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement:

FEB 27 11 01 AM '97
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is Ralcorp Holdings, Inc.

The name which it used in Idaho is Ralcorp Holdings, Inc.

2. It is incorporated under the laws of Missouri

3. It is not transacting business in the State of Idaho.

4. It hereby surrenders its authority to transact business in said state.

5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.

6. The post office address to which process against the corporation may be mailed is _____

Number One General Mills Boulevard, Minneapolis, Minnesota 55426

7. All sums due or accrued by this corporation to the State of Idaho have been paid.

8. All known creditors or claimants have been paid or provided for, and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By Ivy S. Bernhardson

Ivy S. Bernhardson, Its President, Vice-President, Secretary, or Assistant Secretary
(Please specify)

Submit application and filing fee to:

Office of the Secretary of State
Division of Corporations
700 West Jefferson
P.O. Box 83720
Boise, Idaho 83720-0080

Secretary of State use only

CFW

IDAHO SECRETARY OF STATE
DATE 02/27/1997
0900 67944 3
CK #: 13001045 CUST# 22105
FOR WITHDR 1@ 20.00= 20.00
EXPEDITE C 1@ 20.00= 20.00