

ARTICLES OF MERGER OF

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DAWN/BESCO, INC. #168701 *qst.*

JUN 29 10 28 AM '93

INTO

DAWN FOOD PRODUCTS, INC. *NQ*

NOTARIAL PUBLIC
STATE OF KENTUCKY
James Perry

In accordance with the Indiana Business Corporation Law (the "IBCL") and the Kentucky 1988 Business Corporation Act (the "KBCA"), the undersigned corporation, desiring to effect a merger, sets forth the following facts:

ARTICLE I-CONSTITUENT CORPORATIONS

Section 1. Surviving Corporation. The name of the Surviving Corporation is Dawn Food Products, Inc., and such name has not been changed as a result of the merger. The Surviving Corporation is an Indiana corporation, incorporated on August 24, 1978.

Section 2. Merging Corporation. The name of the Merging Corporation is Dawn/Besco, Inc. The Merging Corporation is a Kentucky corporation incorporated on June 7, 1982.

ARTICLE II-PLAN OF MERGER

The Boards of Directors of the Surviving Corporation and the Merging Corporation duly adopted a Plan of Merger containing the information required by Indiana Code § 23-1-40-1(b) and Section 271B.11-010(2) of the KBCA. The Plan of Merger is set forth in Exhibit A attached hereto and made a part hereof. Notice of the Plan of Merger was not required to be mailed to the shareholder of either party to the merger. This merger is permitted by Indiana Code §23-1-40-7 and Section 2710.11-070 of the KBCA.

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ARTICLE III-MANNER OF ADOPTION

Section 1. Surviving Corporation. The merger was approved by the Board of Directors of the Surviving Corporation without shareholder action and shareholder action was not required pursuant to Indiana Code §23-1-40-3(g) and Section 271B.11-030(7) of the KBCA.

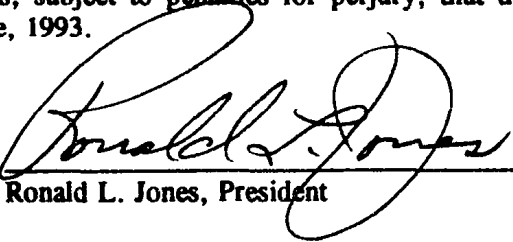
Section 2. Merging Corporation. The merger was approved by the Board of Directors and the sole shareholder of the Merging Corporation. The sole shareholder holds 1,000 shares of Common Stock, \$100.00 par value per share, and unanimously approved the merger by a written consent executed on June 25, 1993.

ARTICLE IV-EFFECTIVE DATE

The effective date and time of the merger effectuated hereby shall be June 30, 1993, at 11:56 p.m.

JUN 29 1993

IN WITNESS WHEREOF, the undersigned, being the President of the Surviving Corporation, executes these Articles of Merger and verifies, subject to penalties for perjury, that the statements contained herein are true, this 25th day of June, 1993.



Ronald L. Jones, President

PLAN OF MERGER

This Plan of Merger is adopted as of the 25th day of June, 1993, by Dawn Food Products, Inc., an Indiana corporation ("Survivor") and Dawn/Besco, Inc., a Kentucky corporation ("Besco"), with respect to the merger of Besco with and into Survivor. Both Survivor and Besco are sister corporations wholly-owned by Dawn Holdings, Inc., a Michigan corporation ("Parent").

Article 1

Parties to Proposed Merger

Section 1.1. Merging Corporation. The name of the corporation merging into Survivor is Dawn/Besco, Inc.

Section 1.2. Surviving Corporation. The name of the corporation into which Besco will merge is Dawn Food Products, Inc.

Article 2

Terms and Conditions of Proposed Merger and Mode of Carrying It Into Effect

Section 2.1. General. Upon the Effective Time of the Merger (as hereinafter defined): (a) Besco shall merge into Survivor, which shall survive the merger and continue to be an Indiana corporation authorized to transact business in Kentucky as a foreign corporation; (b) all shares of capital stock outstanding of Survivor shall be and remain outstanding shares of capital stock of Survivor in accordance with their terms; (c) the separate existence of Besco shall cease, as provided by the Indiana Business Corporation Law, as amended, and the Kentucky Revised Statutes, as amended; and (d) the name of Survivor shall remain Dawn Food Products, Inc.

Section 2.2. Effective Time of the Merger. The merger contemplated hereby shall become effective on June 30, 1993, at 11:56 p.m. (the "Effective Time").

Article 3

Manner and Basis of Converting
Shares of Capital Stock of Besco

Upon the Effective Time of the Merger, all issued and outstanding shares of capital stock of Besco shall automatically and by operation of law be canceled, and all certificates evidencing ownership of such shares shall be void and of no effect.

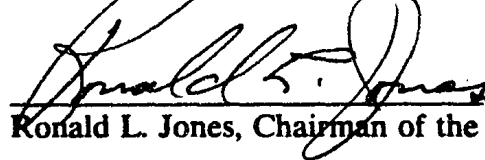
Article 4

Termination

At any time prior to the Effective Time of the Merger, this Plan may be terminated and abandoned by Survivor by appropriate resolution of its Board of Directors. In the event of such termination and abandonment, this Plan shall become void and neither Survivor nor Besco, nor their respective shareholders, directors or officers may be held liable in respect to such termination or abandonment.

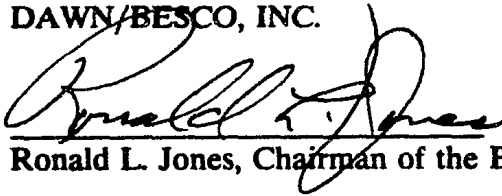
EXECUTED as of the date first above written.

DAWN FOOD PRODUCTS, INC.



Ronald L. Jones, Chairman of the Board

DAWN/BESCO, INC.



Ronald L. Jones, Chairman of the Board