



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601-3493

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BREMER EHRLER
SECRETARY OF STATE
CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

SECRETARY OF STATE (502) 584-3480
CORPORATE FILINGS (502) 584-2848
CORPORATION RECORDS (502) 584-7330

MAY 23, 1988

MARIE CLAIRE GEORGES
PRENTICE HALL CORPORATE SERVICES
ONE GULF + WESTERN PLAZA
NEW YORK, N. Y. 10023-7780

RE: GENERAL FOODS CORPORATION

Dear Sir:

Receipt and filing of the following is hereby acknowledged.

522333

- 1. () Articles of Amendment
- 2. () Restated Articles of Incorporation

3. **XX**) Articles of Merger GENERAL FOODS MANUFACTURING CORPORATION (QUAL.) INTO GENERAL FOODS CORPORATION (QUAL.) WERE FILED IN KENTUCKY ON MAY 23, 1988.

- 4. () Other

If we may be of further assistance to you, please do not hesitate to call us.

Sincerely yours,

Bremer Ehrler
Secretary of State



State of DELAWARE

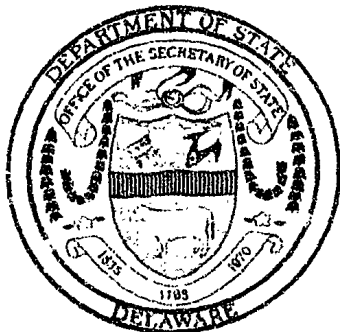
Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Ownership
filed in this office on April 29, 1988

ORIGINAL COPY FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

MAY 23 1988

1009
Brown E. Carter
SECRETARY OF STATE



Michael Harkins

Michael Harkins, Secretary of State

BY: *J. Butler*

DATE: May 11, 1988

CERTIFICATE OF OWNERSHIP AND MERGER
OF
GENERAL FOODS MANUFACTURING CORPORATION
INTO
GENERAL FOODS CORPORATION

#174614 - gpt.

#61907 - gpt.

It is hereby certified that:

1. General Foods Corporation [hereinafter sometimes referred to as the "Corporation"] is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of the stock of General Foods Manufacturing Corporation which is also a business corporation of the State of Delaware.

3. On April 20, 1988, the Executive Committee of the Board of Directors of the Corporation adopted the following resolutions to merge General Foods Manufacturing Corporation into the Corporation:

RESOLVED, that General Foods Manufacturing Corporation be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of General Foods Manufacturing Corporation be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by General Foods Manufacturing Corporation in its name.

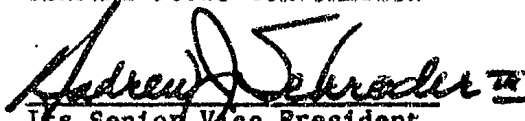
RESOLVED, that this Corporation shall assume all of the obligations of General Foods Manufacturing Corporation.

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

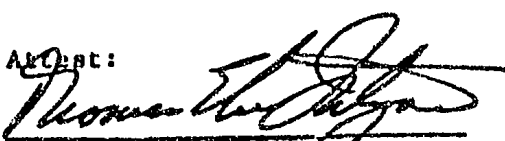
RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for, shall become effective shall be April 29, 1988.

Executed on April 21, 1988.

GENERAL FOODS CORPORATION


Its Senior Vice President

Attest:


Its Secretary



PRENTICE HALL CORPORATE SERVICES

United States Corporation Company
The Prentice Hall Corporation System

May 17, 1988

Secretary of State
Chief Clerk
Corporation Department
Capitol Building
Frankfort, Kentucky 40601

RE: GENERAL FOODS CORPORATION
(a Delaware survivor)
merger of:
GENERAL FOODS MANUFACTURING CORPORATION
(a Delaware extinguished)

Dear Sir/Madam:

The above Delaware corporations are both qualified to do business in your state. Recently they have effected the above merger in the State of Delaware and wish to do the same in the State of Kentucky. For immediate filing we enclose herewith the following:

- (1) Delaware Certified Copy of Merger
- (2) Our check in the amount of \$20.
to cover filing fees

Evidence of filing should be returned to the attention of the undersigned. A self-addressed envelope is enclosed for your convenience.

If there should be any problems or if you should require additional information, forms or monies, do not hesitate to contact the undersigned at the following TOLL FREE NUMBER: 1-800-223-1727.

Thank you for your prompt and courteous handling of this matter.

Sincerely yours,

Marie Claire Georges
Marie Claire Georges
Special Services Dept.

MCG/encs.
Job #010-88-0008