



COMMONWEALTH OF KENTUCKY  
OFFICE OF SECRETARY OF STATE  
FRANKFORT, 40601

113757 ✓

DREXELL R. DAVIS  
SECRETARY OF STATE

SECRETARY OF STATE (502) 564-3490

CORPORATE FILINGS (502) 564-2848

CLINTON H. NEWMAN II  
ASSISTANT SECRETARY OF STATE

FEBRUARY 23, 1987

CORPORATION RECORDS (502) 564-7330

KAREN KOJALOWICZ  
C T CORPORATION SYSTEM  
1633 BROADWAY  
NEW YORK, N. Y. 10019

RE: PASQUALE FOOD COMPANY, INC.

Dear Sir:

Receipt and filing of the following is hereby acknowledged.

1. ( ) Articles of Amendment
2. ( ) Restated Articles of Incorporation
3. (XX ) Articles of Merger LABATT ACQUISITION CORP.  
(NOT QUAL.) INTO PASQUALE FOOD COMPANY, INC. (QUAL.)  
WERE FILED IN KENTUCKY ON FEBRUARY 23, 1987.

4. ( ) Other \_\_\_\_\_

470076

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

Sincerely yours,  
*Drexell R. Davis*  
Drexell R. Davis  
Secretary of State

# State of Delaware



ORIGINAL COPY  
FILED  
SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY

FEB 23 1987

*200 up*  
*Dorell Davis*

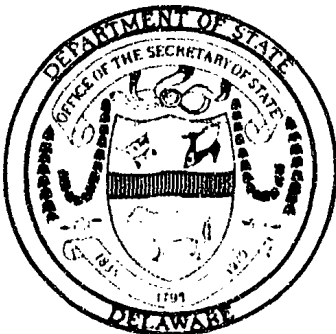
## Office of Secretary of State

SECRETARY OF STATE

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF PASQUALE FOOD COMPANY, INC. *qual food* CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING LABATT ACQUISITION CORP. *LA* CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JANUARY, A.D. 1987, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

|||||



737044015

*Michael Harkins*

Michael Harkins, Secretary of State

11123810

AUTHENTICATION:

DATE:

02/13/1987

877002006

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

LABATT ACQUISITION CORP.

INTO

PASQUALE FOOD COMPANY, INC.

FILED 9:50m

JAN 2 1987

*M. J. ...*  
REGISTRAR OF DEEDS

LABATT ACQUISITION CORP., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Corporation owns at least ninety percent (90%) of the outstanding shares of Class A Common Stock, par value \$1.00 per share, and at least ninety percent (90%) of the outstanding shares of Class B Common Stock, par value \$1.00 per share (the only outstanding classes of capital stock), of Pasquale Food Company, Inc., a Delaware corporation incorporated on the 10th day of September, 1968, pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: That the Corporation, by resolutions of its sole Director, duly adopted by the written consent of the sole Director, pursuant to Section 141(f) of the DGCL on the 31st day of December, 1986, has determined to effect a merger, pursuant to Section 253 of the DGCL, of itself into Pasquale Food Company, Inc. (the "Merger"). A true copy of such resolutions is annexed hereto as Exhibit A and incorporated herein by reference. Such resolutions have not

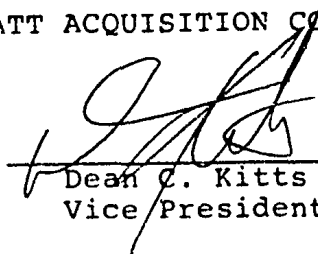
been modified or rescinded and are in full force and effect on the date hereof.

THIRD: That the Merger was approved by John Labatt Inc., a California corporation and the sole stockholder of the Corporation, by written consent without a meeting, in accordance with the provisions of Section 228 of the DGCL. Such approval has not been modified or rescinded and is in full force and effect on the date hereof.

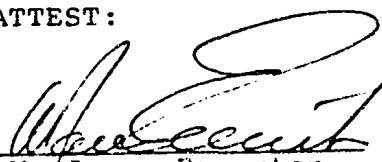
FOURTH: That the Merger shall become effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, LABATT ACQUISITION CORP. has caused this certificate to be signed by Dean C. Kitts, its Vice President, and attested to by W. James Emmerton, its Secretary, this 31st day of December, 1986.

LABATT ACQUISITION CORP.

By:   
Dean C. Kitts  
Vice President

ATTEST:

  
W. James Emmerton  
Secretary

## LABATT ACQUISITION CORP.

Action Taken by Written  
Consent of the Sole DirectorDecember 31, 1986

The undersigned, being the sole director of Labatt Acquisition Corp. ("the Corporation"), and acting without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, hereby adopts the following resolutions by written consent:

RESOLVED, that the sole Director of the Corporation deems it advisable and to the advantage of the Corporation and its sole stockholder, John Labatt Inc., a California corporation ("Labatt Inc."), that the Corporation be merged into Pasquale Food Company, Inc. ("Pasquale"), a Delaware corporation that is more than ninety percent owned by the Corporation; and that the merger of the Corporation into Pasquale as hereinafter provided is hereby approved in all respects; and further

RESOLVED, that the terms of such merger are as follows:

A. Surviving Corporation. At the Effective Date (as defined in Section B hereof) and in accordance with the provisions of this resolution and the General Corporation Law of the State of Delaware (the "DGCL"), the Corporation shall cause to be consummated a merger (the "Merger") pursuant to which the Corporation shall be merged into Pasquale which shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation") and which shall continue its corporate existence under the DGCL, including, without limitation, the provisions of Section 259 of the DGCL, and shall possess all the rights and assets of the Corporation and Pasquale and be subject to all the liabilities and obligations of the Corporation and Pasquale in accordance with the provisions of the DGCL. The name of the Surviving Corporation shall continue to be "Pasquale Food Company, Inc." until changed in accordance with the requirements of the DGCL.

B. Effective Date. The Merger shall become effective upon the filing of the Certificate of Ownership and Merger (as defined in Section C hereof) with the

Secretary of State of the State of Delaware in accordance with the provisions of Sections 103 and 253 of the DGCL. The date and time when the Merger shall become effective are herein referred to as the "Effective Date."

C. The Certificate of Merger. The Corporation shall execute a Certificate of Ownership and Merger (the "Certificate of Merger") setting forth a copy of these resolutions and cause such Certificate of Merger to be filed and recorded in accordance with the provisions of Sections 103 and 253 of the DGCL.

D. Certificate of Incorporation. The Certificate of Incorporation of Pasquale as in effect at the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation, until thereafter amended as provided by law.

E. By-Laws. The By-Laws of Pasquale, as in effect at the Effective Date, shall be the By-Laws of the Surviving Corporation until thereafter amended as provided therein.

F. Officers and Directors. The officers of Pasquale at the Effective Date shall be the officers of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and By-Laws of the Surviving Corporation. The person who is a director of the Corporation immediately prior to the Effective Date shall, after the Effective Date, be the director of the Surviving Corporation, without change until his successors have been duly elected and qualified in accordance with the Certificate of Incorporation and By-Laws of the Surviving Corporation.

G. Conversion of Shares. At the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof:

(a) Each then outstanding share of Pasquale Class A Common Stock, par value \$1.00 per share (the "Class A Shares"), and each then outstanding share of Pasquale Class B Common Stock, par value \$1.00 per share (the "Class B Shares", and, collectively with the Class A Shares, the "Shares"), held by Pasquale as a treasury share and each Share owned by John Labatt Limited, a Canadian corporation ("Labatt"), or any subsidiary of Labatt, including the Corporation, shall be cancelled and extinguished;

(b) Each then outstanding Share remaining (other than Shares held by stockholders of Pasquale who

properly exercise dissenters' rights available under the DGCL ("Dissenting Shares")) shall be converted solely into the right to receive in cash \$18.50 (the "Merger Consideration").

(c) Each then outstanding share of common stock, par value \$.01 per share, of the Corporation shall be converted into one validly issued, fully paid and nonassessable share of common stock, par value \$1.00 per share, of the Surviving Corporation.

(d) Each Dissenting Share shall not be converted into the right to receive the Merger Consideration pursuant to Section G(b) but rather shall entitle the holder thereof only to the rights and remedies provided for by Delaware law.

H. Closing of Pasquale's Transfer Books. At the Effective Date, the Share transfer books of Pasquale shall be closed and no transfer of Shares shall thereafter be made. If, after the Effective Date, certificates representing Shares are presented to the Surviving Corporation or the Exchange Agent (as defined in Section I), they shall be cancelled and exchanged for the Merger Consideration, as provided in Section G.

I. Exchange of Certificates. (a) After the Effective Date, such bank and trust company as Labatt shall designate shall act as exchange agent (the "Exchange Agent") in effecting the exchange for the Merger Consideration of certificates which, prior to the Effective Date, represented Shares entitled to payment pursuant to Section G(b). Upon the surrender and exchange of such a certificate, the holder thereof shall be paid, without interest thereon, the Merger Consideration and such certificate shall forthwith be cancelled. Until so surrendered and exchanged, each such certificate shall represent solely the right to receive the Merger Consideration, and the holder thereof shall not be paid the Merger Consideration to which he otherwise would be entitled; and further

RESOLVED, that these resolutions to merge be submitted to the Corporation's sole stockholder, Labatt Inc., for approval in accordance with the DGCL; and further

RESOLVED, that anything herein or elsewhere to the contrary notwithstanding, the Merger may be terminated and abandoned by the Board of Directors of this Corporation at any time prior to the date of filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware; and further

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RESOLVED, the officers of the Corporation be, and they hereby are, authorized and directed, in the name and on behalf of the Corporation, to execute and deliver any and all documents including, without limitation, a Certificate of Ownership and Merger setting forth a copy of these resolutions, and to perform all such acts which may be deemed necessary or desirable to effectuate or further the intent of the foregoing resolutions.

These Resolutions shall be filed with the minutes of the proceedings of the Board of Directors of the Corporation.



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J.H. England  
Sole Director



# C T CORPORATION SYSTEM



February 20, 1987

Associated with The Corporation Trust Company  
1633 BROADWAY, NEW YORK, N.Y. 10019 • (212) 664-1666  
TELEX: 96-8090

Secretary of State  
Corporation Department  
State Capitol Building  
Frankfort, KY 40601

Gentlemen:

RE: PASQUALE FOOD COMPANY, INC.

AC 82526-1

Pursuant to instructions of counsel, we enclose for filing on behalf of the above corporation documents identified below:

<input type="checkbox"/> Incorporation	<input type="checkbox"/> Qualification	<input type="checkbox"/> Withdrawal
<input type="checkbox"/> Amendment:	<input checked="" type="checkbox"/> Merger:	<input type="checkbox"/> Change of Agent/Office:
<input type="checkbox"/> Domestic	<input type="checkbox"/> Domestic	<input type="checkbox"/> Domestic
<input type="checkbox"/> Foreign	<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Foreign
<input type="checkbox"/> Dissolution		<input type="checkbox"/> Other:
<input type="checkbox"/> Statement of Intent		
<input type="checkbox"/> Certificate of Dissolution		

Check in payment of the required fee is enclosed. Kindly return evidence of filing to the undersigned. If there are any problems, please call us at the following toll-free number: 800-223-7567.

Very truly yours,

C T CORPORATION SYSTEM



Karen Kojalowicz  
Service Division

KK:dd  
Enc.

COUNSEL: Simpson, Thacher & Bartlett  
One Battery Park Plaza  
New York, NY 10004  
Att: Diane Gordon, Atty.

SPECIAL INSTRUCTIONS:

FEDERAL EXPRESS