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attached original documents or copy thereof.

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Page 1

Attachment to Recordation Form Cover Sheet

Item 1 Continued.

Subsequent conveying party:

M-K-D Distributors, Inc., a Texas corporation

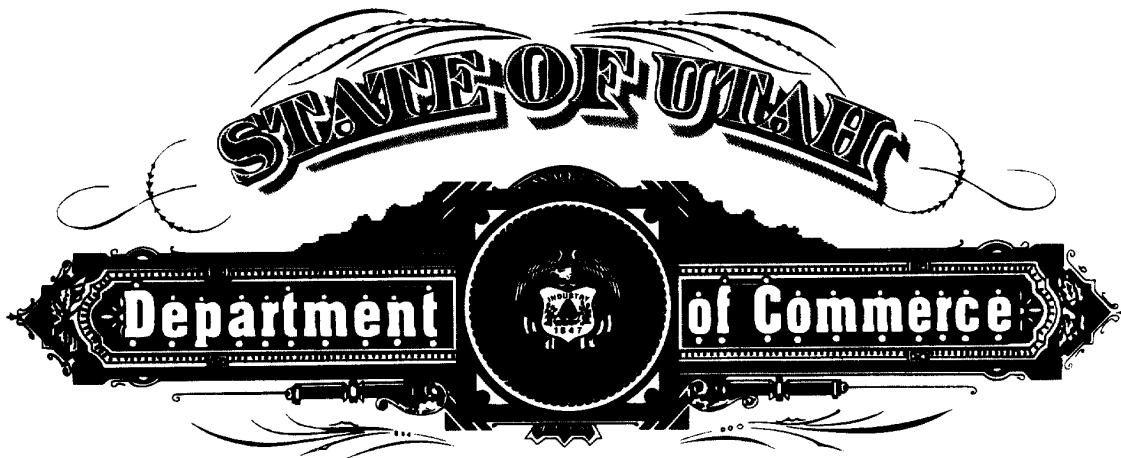
Item 2 Continued.

Subsequent receiving party:

Dreyer's Grand Ice Cream, Inc.

5929 College Avenue

Oakland, California 94618

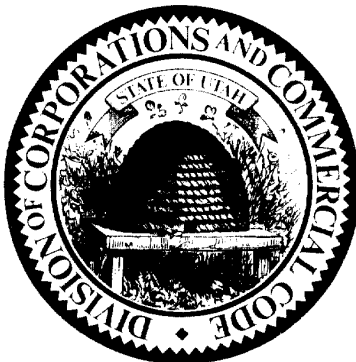


CERTIFICATION OF ARTICLES OF MERGER

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE HEREBY CERTIFIES THAT THE ATTACHED is true, correct, and complete copy of the Articles of Merger filed with this office on JUNE 29, 1998 merging SNELGROVE ICE CREAM, INC., a corporation of the state of UTAH, into M-K-D DISTRIBUTORS, INC., the surviving corporation which is of the state of TEXAS,

AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

File Number: *CO154496*



Dated this 2ND day
of July, 1998


Lorena P. Rizzo
Division Director of Corporations and Commercial Code
TRADEMARK
REEL 1762 FRAME 0961

06-26-98 16:56 IN


EXPEDITE
 JUN 26 1998

Utah Div. of Corp. Comm. Code

RJS

The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

M-K-D DISTRIBUTORS, INC.
CHARTER #500977-00

ARTICLES OF MERGER

FILE DATE: JUNE 24, 1998
EFFECTIVE DATE: JUNE 26, 1998

State of Utah
 Department of Commerce
 Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed and approved on the 26 day of June 1998 in the office of this Division and hereby issue this Certificate thereof.

Examiner

Date



LORENA P. RIFFO
 DIVISION DIRECTOR

81800001153



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on June 25, 1998.

Alberto R. Gonzales

PH

Secretary of State

REEL: 1762 FRAME: 0962

JUN 24 1998

CORPORATIONS SECTION

ARTICLES OF MERGER OF
Co #154496
SNELGROVE ICE CREAM, INC.

INTO

M-K-D DISTRIBUTORS, INC.

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, M-K-D Distributors, Inc., a corporation organized under the laws of the State of Texas, and owning at least ninety percent of the shares of Snelgrove Ice Cream, Inc., a corporation organized under the laws of the State of Utah, hereby executes the following articles of merger:

1. The following is a copy of a resolution of the Board of Directors of M-K-D Distributors, Inc. adopted on June 10, 1998:

RESOLVED, that this corporation merge with and into itself (with this corporation as the surviving corporation) Snelgrove Ice Cream, Inc., a Utah corporation ("SIC"), its wholly-owned subsidiary, and assume all of SIC's liabilities and obligations, in accordance with the Plan of Merger attached hereto as Exhibit A-1;

RESOLVED FURTHER, that upon the merger of SIC into this corporation, this corporation shall merge with and into Dreyer's Grand Ice Cream, Inc., a Delaware corporation ("Dreyer's") and this corporation's parent company (with Dreyer's as the surviving corporation);

RESOLVED FURTHER, that the proper officer of this corporation be, and he or she is, hereby directed to make and execute Articles of Merger setting forth a copy of the resolutions to merge said SIC into it and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Texas Secretary of State and to do all acts and things whatsoever, whether within or without the State of Texas, which may be in any way necessary or proper to effect said merger of SIC into this corporation, including without limitation, the execution and filing with the Utah Secretary of State of Articles of Merger in accordance with the laws of the State of Utah; and then to make and execute any documents as may be in any way necessary or proper to effect the merger of this corporation into Dreyer's; and

RESOLVED FURTHER, that any officer of this corporation, acting alone, is hereby authorized and directed to do all things deemed necessary or appropriate to more fully effectuate and carry out the intent of the foregoing resolutions.

2. The number of outstanding shares of each class of Snelgrove Ice Cream, Inc., the subsidiary corporation ("SIC"), and the number of shares of each class of SIC owned by the surviving parent corporation is:

<u>Class</u>	<u>No. of Shares of SIC Outstanding</u>	<u>No. of Shares of SIC Owned by Parent</u>
Common Stock	18,200	18,200

3. The laws of the State of Utah, the jurisdiction under which Snelgrove Ice Cream, Inc., said foreign subsidiary corporation, is organized, permits such a merger.

4. The merger is not be effective when these articles are filed by the Secretary of State: the delayed effective date is June 26, 1998.

Dated this 10th day of June, 1998.

M-K-D DISTRIBUTORS, INC.


By: 
Print Name: T. Gary Rogers
Title: Chairman of the Board

Exhibit A-1

PLAN OF MERGER
FOR
SNELGROVE ICE CREAM, INC.
INTO
M-K-D DISTRIBUTORS, INC.

THIS PLAN OF MERGER pursuant to the Utah Business Corporation Act:

FIRST: (a) The name of each constituent corporation is as follows:

M-K-D Distributors, Inc., a Texas corporation, the parent corporation

Snelgrove Ice Cream, Inc., a Utah corporation, the subsidiary corporation

(b) the name of the surviving corporation is M-K-D Distributors, Inc., and following the merger its name shall be M-K-D Distributors, Inc.

SECOND: The Articles of Incorporation of M-K-D Distributors, Inc., as heretofore amended and as in effect on the date of merger, shall continue in full force and effect as the Articles of Incorporation of the parent corporation surviving the merger.

THIRD: The terms and conditions of the merger including the manner and basis of converting the shares of the constituent corporations into shares (bonds or other securities) of the surviving corporation (or the cash or other consideration to be paid or delivered) are as follows:

All of the issued and outstanding shares of Snelgrove Ice Cream, Inc., the merged corporation, are owned by M-K-D Distributors, Inc., the surviving corporation, and no shares of the surviving corporation are to be issued or any other consideration given for shares of Snelgrove Ice Cream, Inc., the merged corporation, but upon the effective date of the Articles of Merger, the shares of stock of the merged corporation shall be surrendered for cancellation to M-K-D Distributors, Inc., the parent corporation surviving the merger.

The foregoing Plan of Merger was duly adopted by the board of directors of each constituent corporation on the dates set forth below:

P:\DATA\DGIC\MCS\MERGER3.MKD

NAME OF CORPORATIONDATE OF ADOPTION

Snelgrove Ice Cream, Inc.
M-K-D Distributors, Inc.

June 10, 1998
June 10, 1998

ARTICLES OF MERGER
OF
SNELGROVE ICE CREAM, INC. CO 154496
INTO
M-K-D DISTRIBUTORS, INC.

Pursuant to the provisions of Section 16-10a-1104 and 16-10a-1105 of the Utah Business Corporation Act, M-K-D Distributors, Inc., a corporation organized under the laws of the State of Texas, and owning at least 90% of each class of shares of Snelgrove Ice Cream, Inc., a corporation organized under the laws of the State of Utah, hereby executes the following articles of merger:

1. The Plan of Merger was adopted by the Board of Directors of M-K-D Distributors, Inc. on June 10, 1998. Consent of the shareholders of M-K-D Distributors, Inc. and Snelgrove Ice Cream, Inc. is not required.

2. The Plan of Merger is set forth as Exhibit A-1 hereto.

3. The mailing of the Plan of Merger to the sole shareholder of the subsidiary corporation was waived.

4. The laws of the State of Texas under which such foreign parent corporation is organized permits such a merger.

5. The surviving parent corporation is to be governed by the laws of the State of Texas and such surviving corporation hereby agrees that: (a) The surviving corporation may be served with process in the State of Utah in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Utah which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Utah against the surviving corporation; (b) The director of the Division of Corporations and Commercial Code of the State of Utah shall be and hereby is irrevocably appointed as the agent of such surviving corporation to accept service of process in any such proceeding, and the address to which the service of process in any such proceeding shall be mailed is c/o CT Corporation System, 50 West Broadway, Salt Lake City,

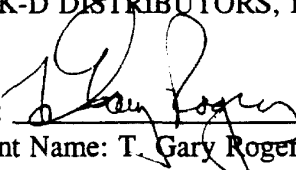
Utah 84101; (c) Such surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Utah which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the "Utah Business Corporation Act" with respect to the rights of dissenting shareholders.

6. The address of the registered office of M-K-D Distributors, Inc. in Texas is c/o CT Corporation System, 350 N. St. Paul Street, Dallas Texas 75201.

7. The merger is not to be effective when these articles are filled by the Division of Corporations and Commercial Code: the delayed effective date is June 26, 1998.

June 10, 1998
Signature Date

M-K-D DISTRIBUTORS, INC.

By: 
Print Name: T. Gary Rogers
Title: Chairman of the Board

PLAN OF MERGER
FOR
SNELGROVE ICE CREAM, INC.
INTO
M-K-D DISTRIBUTORS, INC.

THIS PLAN OF MERGER pursuant to the Utah Business Corporation Act:

FIRST: (a) The name of each constituent corporation is as follows:

M-K-D Distributors, Inc., a Texas corporation, the parent corporation

Snelgrove Ice Cream, Inc., a Utah corporation, the subsidiary corporation

(b) the name of the surviving corporation is M-K-D Distributors, Inc., and following the merger its name shall be M-K-D Distributors, Inc.

SECOND: The Articles of Incorporation of M-K-D Distributors, Inc., as heretofore amended and as in effect on the date of merger, shall continue in full force and effect as the Articles of Incorporation of the parent corporation surviving the merger.

THIRD: The terms and conditions of the merger including the manner and basis of converting the shares of the constituent corporations into shares (bonds or other securities) of the surviving corporation (or the cash or other consideration to be paid or delivered) are as follows:

All of the issued and outstanding shares of Snelgrove Ice Cream, Inc., the merged corporation, are owned by M-K-D Distributors, Inc., the surviving corporation, and no shares of the surviving corporation are to be issued or any other consideration given for shares of Snelgrove Ice Cream, Inc., the merged corporation, but upon the effective date of the Articles of Merger, the shares of stock of the merged corporation shall be surrendered for cancellation to M-K-D Distributors, Inc., the parent corporation surviving the merger.

The foregoing Plan of Merger was duly adopted by the board of directors of each constituent corporation on the dates set forth below:

NAME OF CORPORATION

Snelgrove Ice Cream, Inc.
M-K-D Distributors, Inc.

DATE OF ADOPTION

June 10, 1998
June 10, 1998



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

**M-K-D DISTRIBUTORS, INC.
CHARTER #500977-00**

ARTICLES OF MERGER

**FILE DATE: JUNE 24, 1998
EFFECTIVE DATE: JUNE 26, 1998**



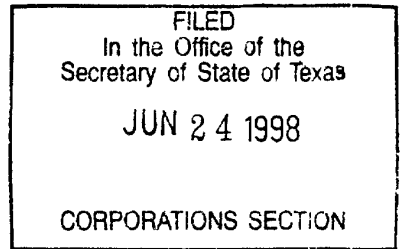
IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on June 25, 1998.

Alberto R. Gonzales
TRADEMARK
Secretary of State

~~PH~~

REEL: 1762 FRAME: 0971

**ARTICLES OF MERGER OF
SNELGROVE ICE CREAM, INC.
INTO
M-K-D DISTRIBUTORS, INC.**



Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, M-K-D Distributors, Inc., a corporation organized under the laws of the State of Texas, and owning at least ninety percent of the shares of Snelgrove Ice Cream, Inc., a corporation organized under the laws of the State of Utah, hereby executes the following articles of merger:

1. The following is a copy of a resolution of the Board of Directors of M-K-D Distributors, Inc. adopted on June 10, 1998:

RESOLVED, that this corporation merge with and into itself (with this corporation as the surviving corporation) Snelgrove Ice Cream, Inc., a Utah corporation ("SIC"), its wholly-owned subsidiary, and assume all of SIC's liabilities and obligations, in accordance with the Plan of Merger attached hereto as Exhibit A-1;

RESOLVED FURTHER, that upon the merger of SIC into this corporation, this corporation shall merge with and into Dreyer's Grand Ice Cream, Inc., a Delaware corporation ("Dreyer's") and this corporation's parent company (with Dreyer's as the surviving corporation);

RESOLVED FURTHER, that the proper officer of this corporation be, and he or she is, hereby directed to make and execute Articles of Merger setting forth a copy of the resolutions to merge said SIC into it and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Texas Secretary of State and to do all acts and things whatsoever, whether within or without the State of Texas, which may be in any way necessary or proper to effect said merger of SIC into this corporation, including without limitation, the execution and filing with the Utah Secretary of State of Articles of Merger in accordance with the laws of the State of Utah; and then to make and execute any documents as may be in any way necessary or proper to effect the merger of this corporation into Dreyer's; and

RESOLVED FURTHER, that any officer of this corporation, acting alone, is hereby authorized and directed to do all things deemed necessary or appropriate to more fully effectuate and carry out the intent of the foregoing resolutions.

2. The number of outstanding shares of each class of Snelgrove Ice Cream, Inc., the subsidiary corporation ("SIC"), and the number of shares of each class of SIC owned by the surviving parent corporation is:

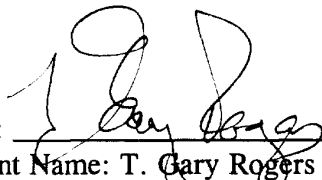
<u>Class</u>	<u>No. of Shares of SIC Outstanding</u>	<u>No. of Shares of SIC Owned by Parent</u>
Common Stock	18,200	18,200

3. The laws of the State of Utah, the jurisdiction under which Snelgrove Ice Cream, Inc., said foreign subsidiary corporation, is organized, permits such a merger.

4. The merger is not be effective when these articles are filed by the Secretary of State: the delayed effective date is June 26, 1998.

Dated this 10th day of June, 1998.

M-K-D DISTRIBUTORS, INC.

By: 
Print Name: T. Gary Rogers
Title: Chairman of the Board

PLAN OF MERGER
FOR
SNELGROVE ICE CREAM, INC.
INTO
M-K-D DISTRIBUTORS, INC.

THIS PLAN OF MERGER pursuant to the Utah Business Corporation Act:

FIRST: (a) The name of each constituent corporation is as follows:

M-K-D Distributors, Inc., a Texas corporation, the parent corporation

Snelgrove Ice Cream, Inc., a Utah corporation, the subsidiary corporation

(b) the name of the surviving corporation is M-K-D Distributors, Inc., and following the merger its name shall be M-K-D Distributors, Inc.

SECOND: The Articles of Incorporation of M-K-D Distributors, Inc., as heretofore amended and as in effect on the date of merger, shall continue in full force and effect as the Articles of Incorporation of the parent corporation surviving the merger.

THIRD: The terms and conditions of the merger including the manner and basis of converting the shares of the constituent corporations into shares (bonds or other securities) of the surviving corporation (or the cash or other consideration to be paid or delivered) are as follows:

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The foregoing Plan of Merger was duly adopted by the board of directors of each constituent corporation on the dates set forth below:

NAME OF CORPORATION

Snelgrove Ice Cream, Inc.
M-K-D Distributors, Inc.

DATE OF ADOPTION

June 10, 1998
June 10, 1998