

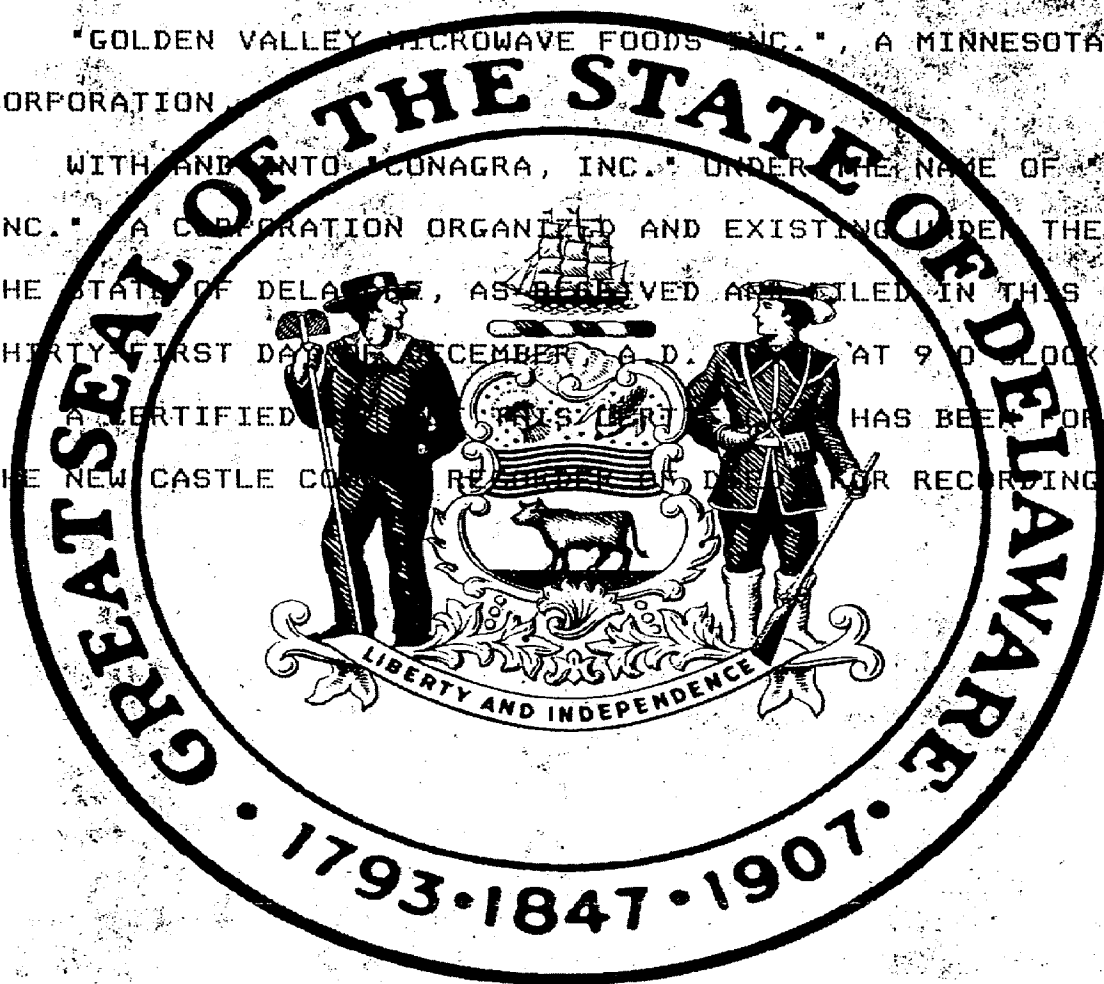


Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"GOLDEN VALLEY MICROWAVE FOODS INC.", A MINNESOTA CORPORATION

WITH AND INTO "CONAGRA, INC." UNDER THE NAME OF "CONAGRA, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY FIRST DAY OF DECEMBER A.D. 1996 AT 9 O'CLOCK A.M. A CERTIFIED TRUE COPY OF THE SAME HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDS DEPARTMENT FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8267650

DATE: 12-31-96

TRADEMARK

REEL: 1790 FRAME: 0210

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**GOLDEN VALLEY MICROWAVE FOODS, INC.**  
**(A Minnesota Corporation)**

**INTO**

**CONAGRA, INC.**  
**(A Delaware Corporation)**

**I.**

The name of the merging corporation is **GOLDEN VALLEY MICROWAVE FOODS, INC.**, a Minnesota corporation. The name of the surviving corporation is **CONAGRA, INC.**, a Delaware corporation.

**II.**

**CONAGRA, INC.**, a Delaware corporation, in accordance with Section 253 of the Delaware Corporation Law, sets forth the following copy of the resolution of its Board of Directors to so merge, such resolution adopted on the 24th day of May, 1996:

**WHEREAS, CONAGRA, INC. owns 100% of the outstanding shares of GOLDEN VALLEY MICROWAVE FOODS, INC., a Minnesota corporation, hereinafter referred to as the "subsidiary"; and**

**WHEREAS, it is in the best interest of CONAGRA, INC. to merge the subsidiary into itself; and**

**WHEREAS, it has been determined that the laws of each jurisdiction involved permit such merger.**

**"BE IT RESOLVED, that the subsidiary be merged into CONAGRA, INC. immediately in accordance with Section 253 of the Delaware Corporation Law and other applicable state law and that the officers of the corporation be, and hereby are, authorized and directed to execute, acknowledge and file a Certificate of Ownership and Merger and such other documents as may be necessary and proper to effect such merger in the appropriate jurisdictions. For accounting purposes, such merger will be effective May 31, 1996."**


**DATED this 12<sup>th</sup> day of November, 1996.**

**CONAGRA, INC.**

**ATTEST:**

  
**SUE BADBERG, Assistant Secretary**

**By:**

  
**JOHN J. DILL, Vice President**

## State of Minnesota

**SECRETARY OF STATE**

## CERTIFICATE OF MERGER

I, Joan Anderson Growe, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of the individual merging entities to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: GOLDEN VALLEY MICROWAVE FOODS, INC.

DE: CONAGRA, INC.

State of Formation and Name of Surviving Entity:

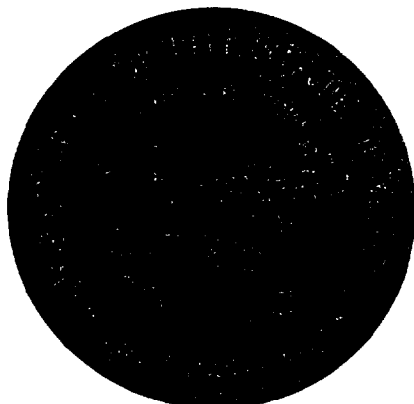
DE: CONAGRA, INC.

Effective Date of Merger: December 31, 1996

Name of Surviving Entity After Effective Date of Merger:

CONAGRA, INC.

This certificate has been issued on: December 31, 1996.



*Joan Anderson Growe*  
Secretary of State.

**ARTICLES OF MERGER**  
**OF**  
**GOLDEN VALLEY MICROWAVE FOODS, INC.**  
**AND**  
**CONAGRA, INC.**

To the Secretary of State  
State of Minnesota

Pursuant to the provisions of the Minnesota Business Corporation Act governing the merger of a domestic wholly-owned subsidiary corporation for profit into its foreign parent corporation for profit, the foreign parent corporation hereinafter named does not hereby adopt the following Articles of Merger.

1. The following is the Plan of Merger for merging Golden Valley Microwave Foods, Inc. into ConAgra, Inc. as set forth in a resolution approved by the affirmative vote of the Board of Directors of ConAgra, Inc. under the provisions of Section 302A.621 of the Minnesota Business Corporation Act and pursuant to the applicable provisions of the laws by which it is governed.

"1. The name of the subsidiary corporation, which is a corporation for profit organized under the laws of the State of Minnesota, and which is subject to the provisions of the Minnesota Business Corporation Act, is Golden Valley Microwave Foods, Inc.

"2. The name of the parent corporation, which is a corporation for profit organized under the laws of the State of Delaware, is ConAgra, Inc.

"3. The issued shares of Golden Valley Microwave Foods, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished."

2. The number of outstanding shares of Golden Valley Microwave Foods, Inc. is 17,600,331, all of which are of one class, and all of which are owned by ConAgra, Inc.

3. ConAgra, Inc., as the holder of all of the outstanding shares of Golden Valley Microwave Foods, Inc., waived the mailing of a copy of the Plan of Merger to itself.

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4. The laws of the jurisdiction of organization of ConAgra, Inc. permit the merger of a corporation for profit of another jurisdiction with and into a corporation for profit of the jurisdiction of organization of ConAgra, Inc.; and the merger of Golden Valley Microwave Foods, Inc. with and into ConAgra, Inc. is in compliance with the laws of the jurisdiction of organization of ConAgra, Inc.

5. ConAgra, Inc. does hereby agree that it may be served with process in the State of Minnesota in a proceeding for the enforcement of an obligation of Golden Valley Microwave Foods, Inc. and ConAgra, Inc; and does hereby irrevocably appoint the Secretary of State of Minnesota to accept service of process in any proceeding. The address to which process may be forwarded is: One ConAgra Drive, Omaha, Nebraska 68102, attention Vice President, Controller. ✓

6. The merger of Golden Valley Microwave Foods, Inc. into ConAgra, Inc. shall become effective in the State of Minnesota on the date on which the Secretary of State of Minnesota files these Articles of Merger. ✓

I certify that I am authorized to execute this document and I further certify that I understand that by signing this document, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this document under oath.

Executed on November 12, 1996.

CONAGRA, INC.

By: John J. Dill  
John J. Dill, Vice President, Tax

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED  
DEC 31 1996

Jean Anderson Shaw

Secretary of State