

04-12-1999

ER SHEET



NLY

To the Honorable Commissioner

101005936

the attached original documents or copy thereof.

1. Name of conveying party(ies):
Owatonna Canning Company LLC

Name and address of receiving party(ies):

Name: Chiquita Processed Foods, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Internal Address:

Street Address: 150 West First Street

City: New Richmond State: WI ZIP: 54017

Additional name(s) of conveying party(ies) attached? Yes No

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be separate document from Assignment)

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 18, 1999

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached Schedule A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Louis K. Ebling

Internal Address: FROST & JACOBS LLP

Street Address: 2500 PNC Center
201 East Fifth Street

City: Cincinnati State: OH ZIP: 45202

6. Total number of applications and registrations involved: 31

7. Total fee (37 CFR 3.41). \$ 790.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number:

06-2226

(Attach duplicate copy of this page if paying by deposit account)

04/09/1999 DNGUYEN 00000294 1658329

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 750.00 DP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Louis K. Ebling
Name of Person Signing

3/25/99
Date

Total number of pages including cover sheet, attachments and document: 27

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to:
Commissioner of Patents and Trademarks,
Washington, D.C. 20231 on the date indicated below:

Jennifer K. Bode
Date 3/25/99

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT, made this 8th day of March, 1999, by and between Owatonna Canning Company, LLC (“Assignor”), a corporation organized under the laws of the State of Delaware, located and doing business at 150 West First Street, New Richmond, Wisconsin 54017, and Chiquita Processed Foods, L.L.C. (“Assignee”), a corporation organized under the state of Delaware, located and doing business at 150 West First Street, New Richmond, Wisconsin 54017.

WHEREAS, Assignor is the owner of and has adopted, used and is using the trademarks (hereinafter the “Marks”) listed in Schedule A attached hereto and made a part hereof, including variations and derivations thereof.

WHEREAS, Assignee wishes to acquire Assignor’s right, title and interest in and to the Marks as listed in Schedule A together with the goodwill of the business in connection with which the Marks are used; and

WHEREAS, Assignor wishes to assign the Marks together with the goodwill of the business in connection with which the Marks are used;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, grant, assign, transfer, convey and deliver to Assignee all of its right, title and interest in and to the Marks, together with the goodwill of the business in connection with which the Marks are used.

The READ trademark listed on Schedule A, Registration No. 957,937, is currently in the name of Princeville Canning Company. Assignor requests that the Mark be transferred first to Owatonna Canning Company, LLC by way of the attached Nunc Pro Tunc Assignment attached

as Schedule B and filed separately and concurrently herewith, and then to Chiquita Processed Foods, L.L.C.

All other trademarks listed in Schedule A are in various registrant names, however, these companies have merged into Owatonna Canning Company, LLC as evidenced by the attached merger documents identified in Schedule C and separately and concurrently filed with this Assignment.

IN WITNESS WHEREOF, the Assignor has caused this assignment to be signed and executed by the undersigned officer thereunto duly authorized on the date and year first above written.

CHIQUITA PROCESSED FOODS, L.L.C.

By: Donna K. Leonard
Donna K. Leonard
Assistant Secretary

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 18th day of March, 1999, personally appeared before me Donna K. Leonard, who stated that she is Assistant Secretary of Chiquita Processed Foods, L.L.C., a corporation organized under the laws of the State of Delaware, and acknowledged that she executed the foregoing instrument as the act and deed assignment for the purposes therein set forth.

Barbara J. Howland
Notary Public

My Commission Expires:

July 27, 2003

625768.01



BARBARA HOWLAND
Notary Public, State of Ohio
My Commission Expires July 27 2003

SCHEDULE A

Trademark	Registration No.	Registration Date	Registrant
CIMMARON	1,658,329	9/24/91	American Fine Foods, Inc.
WALLA WALLA (Stylized)	504,116	11/23/48	American Fine Foods, Inc.
WALLA WALLA VALLEY & Design	553,320	1/15/52	American Fine Foods, Inc.
AFF (Stylized)	1,628,648	12/18/90	American Fine Foods, Inc.
BITS O'HONEY	1,175,370	10/27/81	American Fine Foods, Inc.
ROGERS BITS O'HONEY	663,873	7/1/58	American Fine Foods, Inc.
TOM THUMB & Design	741,668	12/4/62	American Fine Foods, Inc.
WHOPPER	659,896	3/25/58	American Fine Foods, Inc.
FRESH BRAND FLAVOR (Stylized)	1,191,918	3/9/82	American Fine Foods, Inc.
SUN VALLEY LODGE	351,303	10/26/37	American Fine Foods, Inc.
GREEN VALLEY	523,565	4/4/50	Friday Canning Corporation
VEGGI-GREEN	2,101,724	9/30/97	Friday Canning Corporation
TENDERSWEET	535,148	12/26/50	Owatonna Canning Company, LLC
FESTAL	1,572,191	12/19/89	Owatonna Canning Company, LLC
OWATONNA	1,720,496	9/29/92	Owatonna Canning Company, LLC
OWATONNA (Stylized)	544,846	7/10/51	Owatonna Canning Company, LLC
STEELE COUNTY	1,710,235	8/25/92	Owatonna Canning Company, LLC
READ	957,937	4/24/73	Princeville Canning Company
CHEF'S BEST	657,227	1/14/50	Stokely USA, Inc.
CHEF'S BEST	616,936	11/29/55	Stokely USA, Inc.
NEWPORT	1,474,332	1/26/88	Stokely USA, Inc.
SCHOOL DAYS	1,473,362	1/19/88	Stokely USA, Inc.
OCONOMOWOC	1,265,174	1/24/84	Stokely USA, Inc.
BUDDIE	355,649	3/22/38	Stokely USA, Inc.
OUR FAVORITE	1,511,104	11/1/88	Stokely USA, Inc.
SHELLIE	509,866	5/17/47	Stokely USA, Inc.

SCHEDULE A

STOKELY'S FINEST & Design	277,037	11/4/30	Stokely USA, Inc.
STOKELY'S	994,422	10/1/74	Stokely USA, Inc.
STOKELY'S FINEST	999,795	12/17/74	Stokely USA, Inc.
STOKELY'S TRADITIONAL	1,545,489	6/27/89	Stokely USA, Inc.
STOKELY'S GOLD	1,970,569	4/23/96	Stokely USA, Inc.

625641.01

SCHEDULE B

Nunc Pro Tunc Assignment of the READ trademark, Registration No. 957,937 from Chiquita Brands International to Owatonna Canning Company, with attached Exhibits A and B tracing the chain of title from Princeville Canning Company (original registrant) to Owatonna Canning Company Inc., to Chiquita Brands International (Assignor), and attached Exhibit C, Resolution and Consent Document showing intent of Owatonna Canning Company, LLC to acquire the business assets of Chiquita Brands, International, Inc. pertaining to Owatonna Canning Company and the READ trademark as of September 24, 1997

628098.01

NUNC PRO TUNC TRADEMARK ASSIGNMENT

WHEREAS, CHIQUITA BRANDS INTERNATIONAL, INC., ("Assignor") a Delaware corporation with a business address at 250 East Fifth Street, Cincinnati, Ohio 45202, was the sole owner of the entire right, title and interest in and to the trademark READ, as covered in U.S. Trademark Registration No. 957,937, by virtue of its acquisition of Owatonna Canning Company, (as evidenced by Document No. 9039048000, New Jersey Secretary of State, Certificate of Merger, attached hereto as Exhibit A), which company owned the trademark READ and U.S. Trademark Registration No. 957,937 by virtue of its merger with Princeville Canning Company (as evidenced by Document Title No. 5514-918-6, Illinois Secretary of State, Certificate of Merger, attached hereto as Exhibit B), and;

WHEREAS, OWATONNA CANNING COMPANY, LLC, ("Assignee") a Delaware corporation with a business address at 150 W. Fifth Street, New Richmond, Wisconsin, 54017, was assigned the READ trademark and U.S. Trademark Registration No. 957,937 along with the business assets associated therewith, from Chiquita Brands International, Inc., (the Assignor herein), on September 24, 1997, (as evidenced by the Resolution and Consent document attached hereto as Exhibit C), and as such, has acquired the entire right, title and interest in and to said trademark and the United States registration therefor, together with the goodwill of the goods, services and businesses in connection with which said trademark was used as of the purchase of these assets of Assignor by Assignee;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby confirms that, on the day 24th day of September, 1997, said Assignee was assigned the READ trademark and accompanying Registration No. 957,937, along with the entire right, title and interest in and to said trademark, and in and to all of the goodwill in connection with said trademark, the same is held and enjoyed by said Assignee, for its own use and benefit, and for the use and benefit of its successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by said Assignor, if no assignment had been made; together with all claims for damages by reasons of past infringement of said service mark, with the right to sue for, and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

IN WITNESS WHEREOF, said Assignor assigned this trademark to Assignee on the 24th day of September, 1997, and Assignor now confirms this as of the 16th day of March, 1999.

By Donna K. Leonard
Chiquita Brands International, Inc. (Assignor)

STATE OF _____)
) ss:
COUNTY OF _____)

On this 16th day of March, before me, a Notary Public, for the above county and state personally appeared Donna K. Leonard and acknowledged that (he, she, it) executed this document as a free act.



BARBARA HOWLAND
Notary Public, State of Ohio
My Commission Expires July 27, 2002
Barbara M. Howland
Notary Public

EXHIBIT A

**Document No. 9039048000, New Jersey Secretary of State, Certificate of Merger –
Owatonna Canning Company merger into Chiquita Brands International, Inc.**

EXHIBIT B

**Document Title No. 5514-918-6, Illinois Secretary of State, Certificate of Merger –
Princeville Canning Company merger into Owatonna Canning Company**

EXHIBIT C

Resolution and Consent Document showing intent of Owatonna Canning Company, LLC to acquire the business assets of Chiquita Brands International, Inc. pertaining to Owatonna Canning Company and the READ trademark as of September 24, 1997

621568.01

**TRADEMARK
REEL: 1880 FRAME: 0555**

SCHEDULE A

PLAN OF MERGER
OF
OWATONNA CANNING COMPANY
OLIVIA CANNING COMPANY
MIDWEST FOODS, INC.
GOODHUE CANNING COMPANY
INTO
CHIQUITA BRANDS INTERNATIONAL, INC.

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

1. Owatonna Canning Company, a corporation organized under the laws of the State of Minnesota ("Owatonna");
2. Olivia Canning Company, a corporation organized under the laws of Minnesota ("Olivia");
3. Midwest Foods, Inc., a corporation organized under the laws of Minnesota ("MidWest");
4. Goodhue Canning Company, a corporation organized under the laws of Minnesota ("Goodhue" and, together with Owatonna, Olivia and MidWest, the "Owatonna Companies"); and
5. Chiquita Brands International, Inc., a corporation organized under the laws of the State of New Jersey.

(b) The name of the surviving corporation is Chiquita Brands International, Inc., a New Jersey corporation, and following the merger its name shall be Chiquita Brands International, Inc. (hereinafter sometimes referred to as "Chiquita" or as the "Surviving Corporation").

SECOND: The terms and conditions of the merger, including the manner and basis of converting the shares of the Owatonna Companies into shares of the Surviving Corporation, are as follows:

1. Effective Date. The effective date of the Merger (the "Effective Date") shall be upon the later of the filing of the Certificate of Merger with the Secretary of State of the State of New Jersey and the filing of Articles of Merger with the Secretary of State of the State of Minnesota.

2. Conversion of Shares. As of the Effective Date, by virtue of the Merger and without any action on the part of any Shareholder of the Surviving Corporation or any of the Owatonna Companies, except as provided below, the shares of stock of each of the Owatonna Companies issued and outstanding immediately prior to the Effective Date shall be converted into Capital Stock, par value \$.33 per share ("Capital Stock"), of the Surviving Corporation or \$2.50 Convertible Preference Stock, Series C ("Series C Preference Stock") of the Surviving Corporation (or a combination thereof). The number of shares of Capital Stock and/or Series C Preference Stock into which each share of stock of the Owatonna Companies shall be converted shall be determined in accordance with the election of each Shareholder of each of the Owatonna Companies, which election shall be made in accordance with that certain Agreement and Plan of Merger (the "Agreement"), dated as of August 22, 1997, by and among Chiquita Brands International, Inc., Owatonna Canning Company, Olivia Canning Company, Midwest Foods, Inc. and Goodhue Canning Company and the Shareholder Representatives (as defined in the Agreement). Notwithstanding the foregoing, any shares of its own stock held in treasury of any of the Owatonna Companies and any

shares of stock of Olivia owned by Owatonna shall be canceled and retired as of the Effective Date.

3. Governing Documents: Directors and Officers. The Certificate of Incorporation and By-Laws of the Surviving Corporation as in effect immediately prior to the Effective Date shall from and after the Effective Date be the Certificate of Incorporation and By-Laws of the Surviving Corporation. All persons who are directors and officers of the Surviving Corporation immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and the By-Laws of the Surviving Corporation.

4. Succession. On the Effective Date, the separate corporate existence of the Owatonna Companies shall cease, the Owatonna Companies shall be merged into the Surviving Corporation, and the Surviving Corporation, without further action, shall succeed to and shall possess all the rights, privileges, powers and franchises of the Owatonna Companies, and all property, real, personal and mixed, and all debts due to the Owatonna Companies on whatever account, and all other things in action or belonging to the Owatonna Companies, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises of the Owatonna Companies and all and every other interest of the Owatonna Companies shall be thereafter effectively the property of the Surviving Corporation as they were of the Owatonna Companies; and the title to any real estate

whether by deed or otherwise, under the laws of any jurisdiction, vested in the Owatonna Companies shall not revert or be in any way impaired by reason of the merger in accordance with the laws of the States of Minnesota or New Jersey providing therefor; but all rights of creditors and all liens upon any property of the Owatonna Companies shall be preserved unimpaired, and all debts, liabilities and duties of the Owatonna Companies shall thenceforth attach to the Surviving Corporation. All corporate acts of the Owatonna Companies which were valid and effective immediately prior to the Effective Date shall be as effective and binding on the Surviving Company as the same were with respect to the Owatonna Companies.

5. Further Assurances. At any time, or from time to time, after the Effective Date, the last acting officers of the Owatonna Companies or the officers of the Surviving Corporation may, in the name of the Owatonna Companies, execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm the Surviving Corporation's title to and possession of all of the property, rights, privileges, powers, and franchises of the Owatonna Companies and otherwise to carry out the purposes of this Plan of Merger.

SCHEDULE C

1. Merger of Stokely USA, Inc. and Friday Canning Corporation into American Fine Foods, Inc.
2. Merger of American Fine Foods, Inc. into Owatonna Canning Company, LLC.
3. Amendment of Owatonna Canning Company, LLC to Chiquita Processed Foods, L.L.C.

628093.01

ARTICLE TWO

The laws of Minnesota, the state under which the Constituent Corporations are organized, permit such merger and the applicable provisions of the laws of said jurisdiction under which the Constituent Corporations are organized have been, or upon compliance with filing and recording requirements will have been, complied with.

ARTICLE THREE

The name of the surviving corporation shall be Chiquita Brands International, Inc. and it shall be governed by the laws of the State of New Jersey.

The aggregate number of shares which the Surviving Corporation is authorized to issue is 164,000,000 shares divided into:

- (i) 150,000,000 shares of Capital Stock, par value \$.33 per share ("Capital Stock"),
- (ii) 4,000,000 shares of Cumulative Preference Stock, issuable in series, without nominal or par value ("Series Preference Stock"), and
- (iii) 10,000,000 shares of Non-Voting Cumulative Preferred Stock, issuable in series, par value \$1 per share ("Non-Voting Preferred Stock").

The address of the Surviving Corporation's registered office in the State of New Jersey is 820 Bear Tavern Road, West Trenton, County of Mercer, New Jersey 08628 and the name of the registered agent at such address is The Corporation Trust Company.

ARTICLE FOUR

The Plan of Merger, attached as Exhibit A, was approved by the directors of the undersigned Surviving Corporation in the manner prescribed by the New Jersey Business Corporation Act, and no vote of the shareholders of the Surviving Corporation was required because of the applicability of the provision of Section 14A:10-3(4) of the New Jersey Business Corporation Act. The merger was approved by the shareholders of the undersigned Constituent Corporations in the manner prescribed by the laws of the State of Minnesota on September 23, 1997.

ARTICLE FIVE

As to each corporation whose shareholders are entitled to vote on the merger, the number of shares entitled to vote thereon, and if the shares of any class or series are entitled to vote thereon as a class, the designation and number of shares of each such class or series, is as follows:

Name of Corporation	Total Number of Shares Entitled To Vote	Designation of Class or Series Entitled To Vote as a Class (if any)	Number of Shares of Such Class or Series (if any)
Owatonna Canning Company	4,500	Class A Stock Class B Stock	450 4,050
Olivia Canning Company	121	Capital Stock	121
Midwest Foods, Inc.	1,500	Common Shares Participating Non-Voting Shares	1,000 500
Goodhue Canning Company	140	Common Shares	140

ARTICLE SIX

As to each corporation whose shareholders are entitled to vote, the number of shares that voted for and against the merger, respectively, and the number of shares of any class or series entitled to vote as a class that voted for and against the merger are:

Name of Corporation	Total Shares Voted For	Total Shares Voted Against	Class	Shares Voted For	Shares Voted Against
Owatonna Canning Company	4,500	0	Class A Stock	450	0
			Class B Stock	4,050	0
Olivia Canning Company	121	0	Capital Stock	121	0
Midwest Foods, Inc.	1,500	0	Common Shares	1,000	0
			Participating Non-Voting Shares	500	0
Goodhue Canning Company	140	0	Common Shares	140	0

ARTICLE SEVEN

The effective date of this Certificate shall be the date of filing hereof.

IN WITNESS WHEREOF each of the undersigned corporations has caused this Certificate of Merger to be executed in its name as of the 24th day of September, 1997.

CHIQUITA BRANDS INTERNATIONAL, INC.

Robert W. Olson

Robert W. Olson
Senior Vice President, General Counsel
and Secretary

OWATONNA CANNING COMPANY

By: Charles H. Lange
Title: President

OLIVIA CANNING COMPANY

By: Charles H. Lange
Title: President

MIDWEST FOODS, INC.

By: Stephens
Title: Pres.

GOODHUE CANNING COMPANY

By: Stephens
Title: Pres

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Present Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that articles of merger of

STOKELY USA, INC. (a Wisconsin Domestic Corporation)(Non-survivor)

and

FRIDAY CANNING CORPORATION (a Wisconsin Domestic Corporation)(Non-survivor)


into

AMERICAN FINE FOODS, INC. (an unlicensed Idaho Corporation)(Survivor)

were duly filed with this department on December 31, 1998.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
the official seal of the Department
on February 11, 1999




Richard L. Dean, Secretary
Department of Financial Institutions

BY: 

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

U

OWATONNA CANNING COMPANY, LLC

Unanimous Written Consent

of the

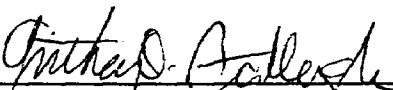
Managers

The undersigned, being all the managers of Owatonna Canning Company, LLC (the "Company"), adopt the following resolutions by written consent without a meeting:

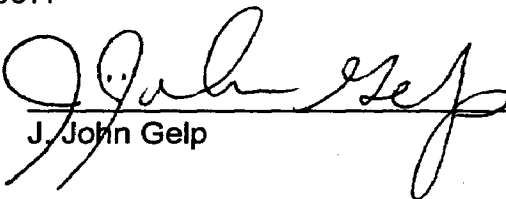
RESOLVED, that Managers authorize the Company to enter into an Assignment and Assumption Agreement (the "Agreement") with Chiquita Brands International, Inc. ("CBII") for the purpose of transferring all of CBII's right, title and interest in and to all of the assets and liabilities of Owatonna Canning Company, Olivia Canning Company, Midwest Foods, Inc., and Goodhue Canning Company (collectively the "Owatonna Companies") to the Company.

RESOLVED, that each Manager of the Company, or such other person as any of the Managers shall designate in writing as an Authorized Officer, is each authorized in the name and on behalf of the Company to take all further actions and to negotiate, sign and deliver the Agreement and any and all other documents or instruments, each containing such terms and conditions as the Manager executing the same shall approve (such approval to be conclusively evidenced by such execution), as necessary or advisable to give effect to these resolutions.

This consent is dated as September 24, 1997.



Anthony D. Battaglia



J. John Gelp



Robert W. Olson

State of Idaho

Department of State

CERTIFICATE OF FACT

OF

AMERICAN FINE FOODS, INC.

File Number C 83869

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that I am the custodian of the corporation records of this State.

I FURTHER CERTIFY That the records of this office show that the above-named corporation was incorporated under the laws of the State of Idaho and was issued a certificate of incorporation in Idaho on May 13, 1987.

I FURTHER CERTIFY That AMERICAN FINE FOODS, INC., an Idaho corporation, merged with and into OWATONNA CANNING COMPANY, LLC, a Delaware limited liability company, on December 31, 1998, and that the incorporation of AMERICAN FINE FOODS, INC. ceased on the date of filing of articles of merger.

Dated: February 10, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

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 AMENDMENT OF "OWATONNA CANNING COMPANY, LLC", CHANGING ITS NAME FROM "OWATONNA CANNING COMPANY, LLC" TO "CHIQUITA PROCESSED FOODS, L.L.C.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 11:59 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2790695 8100

981510260

AUTHENTICATION:

9499719

DATE:

01-04-99

TRADEMARK

REEL: 1880 FRAME: 0568

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF FORMATION
OF
OWATONNA CANNING COMPANY, LLC**

THIS AMENDMENT to the Certificate of Formation (the "Certificate") of Owatonna Canning Company, LLC, a Delaware limited liability company (the "Company"), is being executed as of December 31, 1998, for the purpose of amending the terms of the Certificate, as originally filed in the Office of the Secretary of State of the State of Delaware on August 28, 1997, to reflect a change in the name of the Company.

NOW, THEREFORE, the undersigned does hereby certify as follows:

1. The Certificate is hereby amended by deleting paragraph 1 in its entirety and inserting in lieu thereof the following new paragraph 1.

"1. The name of the limited liability company is

Chiquita Processed Foods, L.L.C."

2. This certificate of amendment will be effective on December 31, 1998, at 11:59 p.m. (eastern time zone) immediately following the merger of American Fine Foods, Inc., into Owatonna Canning Company, LLC.

3. Except as amended pursuant to the foregoing paragraph, the Certificate is hereby ratified and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned, being an authorized person, has duly executed this Certificate as of the day and year first above written.

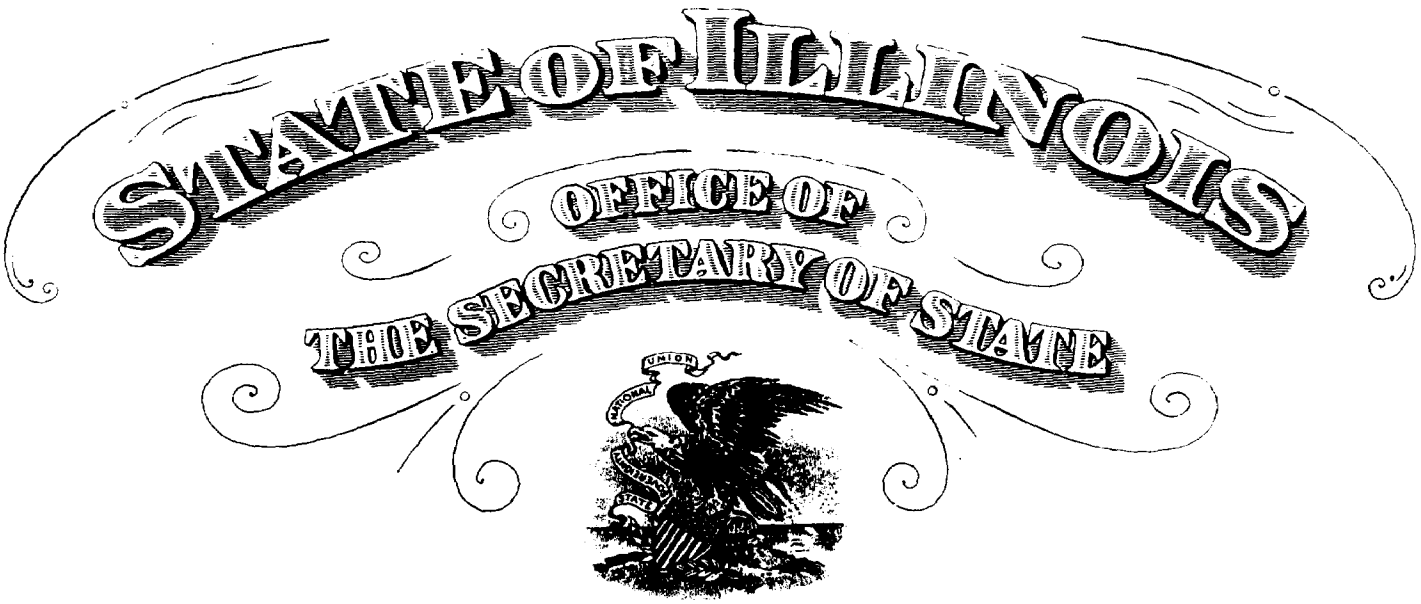


**Robert W. Olson
An Authorized Person**

101400

**STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:59 PM 12/31/1998
981510260 - 2790695**

**TRADEMARK
REEL: 1880 FRAME: 0569**

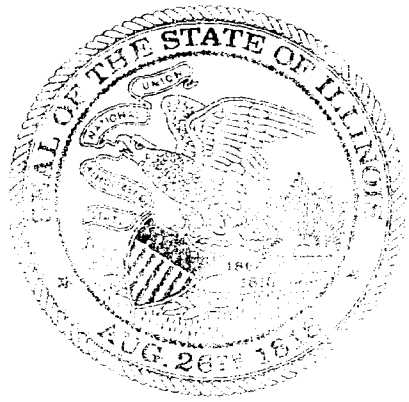


To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois, do hereby certify that

ARTICLES OF MERGER WERE FILED IN THIS OFFICE FEBRUARY 28, 1996, WHEREIN PRINCEVILLE CANNING COMPANY, AN ILLINOIS CORPORATION MERGED INTO OWATONNA CANNING COMPANY, A MINNESOTA CORPORATION, THEREBY TERMINATING THE EXISTENCE OF PRINCEVILLE CANNING COMPANY IN THIS STATE.*****

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this _____ 11TH day of _____ DECEMBER A.D., 19 _____ 98



George H Ryan
SECRETARY OF STATE

CERTIFICATE OF MERGER
OF
OWATONNA CANNING COMPANY
OLIVIA CANNING COMPANY
MIDWEST FOODS, INC.
AND
GOODHUE CANNING COMPANY
together the "Constituent Corporations"
INTO
CHIQUITA BRANDS INTERNATIONAL, INC.
the "Surviving Corporation"

FILED

SEP 24 1997

LONNA R. HOOKS
SECRETARY OF STATE

To: The Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:10-7 Corporations, General, of the New Jersey Statutes, the undersigned corporations hereby execute the following Certificate of Merger.

ARTICLE ONE

The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized, are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Owatonna Canning Company	Minnesota
Olivia Canning Company	Minnesota
Midwest Foods, Inc.	Minnesota
Goodhue Canning Company	Minnesota
Chiquita Brands International, Inc.	New Jersey

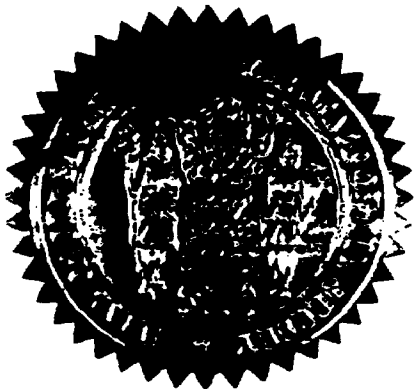
00390-0000

STATE OF NEW JERSEY
DEPARTMENT OF STATE
FILING CERTIFICATION (CERTIFIED COPY)

CHIQUITA BRANDS INTERNATIONAL, INC.

I, the Secretary of State of the State of New Jersey, do hereby certify, that the above named business did file and record in this department the below listed document(s) and that the foregoing is a true copy of the
CERTIFICATE OF MERGER
FILED IN THIS OFFICE SEPTEMBER 24, 1997
9039048000
as the same is taken from and compared with the original(s) filed in this office on the date set forth on each instrument and now remaining on file and of record in my office.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
25th day of September, 1997



Lonna R. Hooks

LONNA R HOOKS
Secretary of State