

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

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JURISDICTION : GEORGIA
PRINT DATE : 09/14/1998
FORM NUMBER : 215

MCGRATH NORTH
DARCI KAPS
222 SOUTH 15TH ST #1400
OMAHA NE 68102

CERTIFIED COPY

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

UPF, INC. A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

Secretary of State
Business Services and Regulation

Suite 315, West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 943050423

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EFFECTIVE DATE: 11/01/1994

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FORM NUMBER : 411

LIBERTY CORPORATE SERVICES, INC.
JEFF WAUGH
3998 ASHFORD-DUNWOODY ROAD
ATLANTA, GEORGIA 30319

CERTIFICATE OF MERGER

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of said filing.

Surviving Entity:

CONAGRA, INC., a Delaware corporation

Non-Surviving Entity:

UPF, INC., a Georgia corporation



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

Max Cleland
MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey
VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

ARTICLES OF MERGER

OF

UPF, INC.
(A Georgia Corporation)

INTO

CONAGRA, INC.
(A Delaware Corporation)

To the Secretary of State
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby adopt the following articles of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Georgia, is UPF, Inc.
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, is ConAgra, Inc.
3. ConAgra, Inc. owns all of the outstanding shares of UPF, Inc., all of which are of one class.
4. The following is the Plan of Merger for merging UPF, Inc. into ConAgra, Inc. as approved by resolution of the Board of Directors of ConAgra, Inc.

WHEREAS, ConAgra, Inc., a Delaware corporation, owns 100% of the outstanding shares of the following corporations, hereinafter referred to as the "subsidiaries": Arrow Industries, Inc., a Texas corporation, UPF, Inc., a Georgia corporation, Public Grain Elevator of New Orleans, Inc., a Louisiana corporation, and Cook Family Foods, Ltd., a Pennsylvania corporation;

WHEREAS, it is in the best interest of ConAgra, Inc. to merge the subsidiaries into itself; and

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

"THEREFORE, BE IT RESOLVED that the subsidiaries be merged into ConAgra, Inc. immediately in accordance with Section 253 of the Delaware Business Corporation Law and other applicable state laws 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 mergers will be effective May 31, 1994."

"BE IT FURTHER RESOLVED that the issued shares of the subsidiaries shall not be converted or exchanged in any manner, but each said share which is issued as of the time the merger takes effect shall be surrendered and extinguished."

5. ConAgra, Inc. in its capacity as the holder of all of the outstanding shares of UPF, Inc. waived the mailing of a copy of the Plan of Merger to ConAgra, Inc. otherwise provided for under the provisions of Section 14-2-1104 of the Georgia Business Corporation Code.

6. The laws of the jurisdiction of organization of ConAgra, Inc. permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of ConAgra, Inc.; and the merger of UPF, Inc. into ConAgra, Inc. is in compliance with the laws of the jurisdiction of organization of ConAgra, Inc.

7. Shareholder approval was not required.


8. This Article constitutes an undertaking by the corporation that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

Dated: August 5, 1994.

CONAGRA, INC.


John J. Dill, Vice President

ATTEST:


Sue Badberg, Assistant Secretary

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