



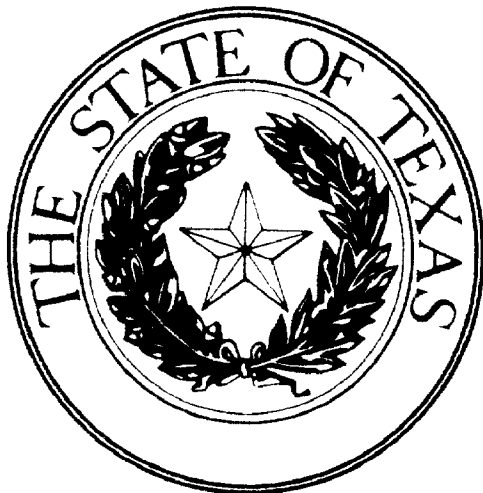
The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached are true and correct copies of the following described documents on file in this office:

ARROW INDUSTRIES, INC.
FILE NO. 130110-0

ARTICLES OF INCORPORATION	JANUARY 5, 1956
ARTICLES OF AMENDMENT	DECEMBER 16, 1958
ARTICLES OF AMENDMENT	DECEMBER 16, 1964
CHANGE OF REGISTERED OFFICE AND/OR AGENT	DECEMBER 16, 1964
RESTATED ARTICLES OF INCORPORATION	MAY 23, 1972
ARTICLES OF AMENDMENT	JULY 5, 1972
ARTICLES OF MERGER	NOVEMBER 30, 1982
ARTICLES OF MERGER	JANUARY 2, 1992
CHANGE OF REGISTERED OFFICE AND/OR AGENT	SEPTEMBER 30, 1992
CHANGE OF REGISTERED OFFICE AND/OR AGENT	AUGUST 2, 1993
ARTICLES OF MERGER	NOVEMBER 10, 1994



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on May 22, 2000.

 DLM

Elton Bomer

Secretary of State

REEL: 002136 FRAME: 0328

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FILED
In the Office of the
Secretary of State of Texas
NOV 16 1994
Corporations Section

ARTICLES OF MERGER
OF
ARROW INDUSTRIES, INC.
(A Texas Corporation)
INTO
CONAGRA, INC.
(A Delaware Corporation)

I.

The name of the merging corporation is **ARROW INDUSTRIES, INC.** a Texas corporation. The name of the surviving corporation is **CONAGRA, INC.**, a Delaware corporation.

II.

The number of outstanding shares of each class of **ARROW INDUSTRIES, INC.** is 1,000 shares of common stock and the number of such shares owned by **CONAGRA, INC.** is 1,000 shares of common stock.

III.

CONAGRA, INC. a Delaware corporation, in accordance with Section 253 of the Delaware Corporation Law and Section 5.16 of the Texas Business Corporation Act, sets forth the following copy of the resolution of its Board of Directors to so merge, such resolution adopted on the 7th day of December, 1985:

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 Chief Executive Officer or his designee(s), is hereby authorized to establish the manner in which ConAgra invests in its subsidiaries, and take all actions necessary to structure, execute and implement said investments. This authorization shall continue until further action of this board."

IV.

The address of CONAGRA, INC. in the State of Delaware is 32 Loockerman Square, Suite L-100, Dover, Delaware 19901. The surviving corporation hereby appoints the Secretary of State of the State of Texas as its agent for service of process in a proceeding to enforce any obligation of ARROW INDUSTRIES, INC.

DATED this 31st day of May, 1994.

CONAGRA, INC.

By:

John J. Dill
John J. Dill, Vice President

ATTEST:

Sue E. Badberg
Sue E. Badberg, Assistant Secretary



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

KB/2H17

JOHN SHARP • COMPTROLLER • AUSTIN, TEXAS 78774

CERTIFICATION OF ACCOUNT STATUS

THE STATE OF TEXAS

COUNTY OF TRAVIS

I, John Sharp, Comptroller of Public Accounts of the State of Texas, DO
HEREBY CERTIFY that according to the records of this office

ARROW INDUSTRIES INC

is, as of this date, in good standing with this office for the purpose of
dissolution under Article 6.01 of the Texas Business Corporation Act, merger,
or withdrawal of an out-of-state corporation, having filed the required
franchise tax reports and paid the franchise tax computed to be due
thereunder through 12-31-94

This certificate is not valid for the purpose of dissolution under Article 6.06
of the Texas Business Corporation Act or withdrawal of a limited liability
company.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 10th day of
November, 1994 A.D.

A handwritten signature in cursive script, reading "John Sharp", is written over the printed name.

JOHN SHARP
Comptroller of Public Accounts

Charter/C.O.A. number: 001301100-0

RECORDED: 08/22/2000

TRADEMARK
REEL: 002136 FRAME: 0331