

*State of Delaware**Office of the Secretary of State*

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"IBERIA FOODS CORP.", A NEW YORK CORPORATION,

WITH AND INTO "IBERIA FOODS CORP." UNDER THE NAME OF "IBERIA FOODS CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF MAY, A.D. 1994, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



William T. Quillen

William T. Quillen, Secretary of State

2360910 8100M

944090118

AUTHENTICATION: 7125769

DATE: 05-20-94

TRADEMARK

REEL: 002275 FRAME: 0716

**CERTIFICATE OF MERGER
OF
IBERIA FOODS CORP.,
a New York corporation
INTO
IBERIA FOODS CORP.,
a Delaware corporation**

The undersigned, a Delaware corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Iberia Foods Corp.	New York
Iberia Foods Corp.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Iberia Foods Corp., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Iberia Foods Corp., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is International Plaza, P.O. Box 8000, Englewood Cliffs, New Jersey 07632.

SIXTH: That a copy of the Agreement of Merger will be furnished on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share or statement that shares are without par value</u>
Iberia Foods Corp., a New York corporation	Common	1,000	\$.01 par value per share

Dated: May 14, 1994

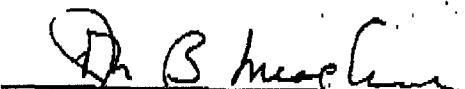
IBERIA FOODS CORP.

By:



Hanes A. Heller
President

ATTEST:


John B. Meagher
Secretary

DOCS:prw/19

UNITED STATES OF AMERICA)
 :
 STATE OF NEW JERSEY) SS.
 :
 COUNTY OF BERGEN)

On this 14th day of May, 1994, before me, a Notary Public of the State of New Jersey, United States of America, personally came Hanes A. Heller, to me known, and known to me to be President of Iberia Foods Corp., a Delaware corporation, the corporation described in and which executed the attached Certificate of Merger; who, being by me duly sworn, did depose and say that he knows the seal of said corporation; that the seal affixed to said instrument was such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Carolyn B. Magarro

 Notary Public

CAROLYN B. MAGARRO
 A Notary Public of New Jersey
 My Commission Expires December 9, 1995

FORMS:prw/50