05-16-2001



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FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

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Corrective Document Reel # Frame #	Change of Name Other
Conveying Party	
Name	Mark if additional names of conveying parties attached Execution Date Month Day Year 12282000
Formerly General Partnership	Limited Partnership X Corporation Association
Other	
X Citizenship/State of Incorporation/Orga	anization Delaware
Receiving Party	Mark if additional names of receiving parties attached
Name ConAgra Grocery Produc	ts Company
DBA/AKA/TA	
Composed of	
Address (line 1) 3353 Michelson Drive	
Address (line 1) 3353 Michelson Drive	
Address (line 2)	
Address (line 3) Irvine	CA 92612
Individual General Partnership Corporation Association	assignment and the receiving party is not domiciled in the United States, an
Corporation Association Other	appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
X Citizenship/State of Incorporation/Orga	
5/2001 DBYRNE 00000062 75643604	FOR OFFICE USE ONLY
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Correspond	lent Name and Address Area Code and Telephone Number 402.341.3070				
Name	Patrick C. Stephenson				
Address (line 1)	McGrath, North, Mullin & Kratz, P.C.				
Address (line 2)	222 South 15th Street, Suite 1400				
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Deposit A (Enter for p	ayment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: #				
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DECALISE LIFE IS SWEET AND	
BECAUSE LIFE IS SWEET AND	75/642604
A LITTLE CRUNCHY!	75/643604 75/897351
DRIZZLERS	75/897251
GULDEN'S BOLD BLENDS & Design	75/931825
PAM. THE NATURAL INGREDIENT FOR	77/500000
FAT FREE COOKING	75/508930
PASTA FAZOO	75/909073
PAUL REVERE BAKED BEANS	75/891552
, D. G. G. G. A. G.	100000
ABC'S & 123'S	1387693
AHF PROVEN PERFORMERS	1933644
ALMOND SUPREME	1945068
APPETITE PLEASIN'	1371548
BEEFARONI (Stylized)	640120
BEEFOGETTI	859036
BETTER CHOICE	1171501
CHEF BOYARDEE	1013026
CHEF BOYARDEE	1942661
CHEF BOY-AR-DEE	796864
CHEF BOY-AR-DEE & Design	892456
CHEF BOYARDEE	1995089
CHEF BOY-AR-DEE (Stylized)	436809
CHEF BOYARDEE JR & Design	2261527
CHEF'S KIDS CLUB & Design	1950657
CHEF'S SPECIAL	1173508
CHEF'S SPECIAL	1130976
COUNTRY STYLE	1439338
DENNISON'S	771988
DIABLO (Stylized)	716591
Miscellaneous Design (Chef Face)	807854
Miscellaneous Design (Maltex Girl)	1067806
Miscellaneous Design (Maypo Boy)	866521
Miscellaneous Design (Ranch Style Label)	860230
FEED THE NEED	2179172
FRANKLIN	737632
FRANKLIN CRUNCH 'N MUNCH	834412
G WASHINGTON'S (Stylized)	431953
G WASHINGTON'S INSTANT BROTH (Stylized)	370754
GOOD FOOD KIDS LOVE	2288275
GULDEN'S	196989
GULDEN'S & Design	536561
GULDEN'S MUSTARD (Stylized)	48460
IRELAND'S	727091

JIFFY POP	699109
JIFFY POP	1765342
LUCK'S	819220
LUCK'S	1748686
LUCK'S COUNTRY STYLE & Design	608905
LUCK'S HEARTY STYLE	1781988
MALTEX (Stylized)	239861
MAYPO (Stylized)	383792
MICRO RAVIOLI & Design	2228918
MINI RAVIOLI	1137458
MINI-BITES	1426713
OVERSTUFFED	2310096
OVERSTUFFED (Stylized)	2310107
PAM	817496
PASTA SUPREMA	1286270
POPCORN TREES	731828
PROVEN PERFORMERS	1915762
RANCH STYLE	910457
RANCH STYLE (Stylized)	1781600
RANCH STYLE HUSBAND PLEASIN' & Design	723319
RO*TEL & Design	596070
RO*TEL & Design	1149072
RO*TEL (Stylized)	425347
RO-MAY (Stylized)	425346
SAVOR	1154349
THE SANDWICH MUSTARD	1964731
THE SECRET INGREDIENT THAT MAKES	
A GOOD RECIPE GREAT	2106484
THE STAND-UP CHILI	2051444
TIC TAC TOE'S & Design	1478891
WHEATENA & Design	500969
WHEATENA (Stylized)	500070
WHEATENA (Stylized)	53025
ZOORONI	1302965

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, 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:

"CONAGRA GROCERY PRODUCTS COMPANY", A DELAWARE CORPORATION, WITH AND INTO "INTERNATIONAL HOME FOODS, INC." UNDER THE NAME OF "CONAGRA GROCERY PRODUCTS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE. AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.

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



AUTHENTICATION: 0889067

010001685

3248887 8100M

CERTIFICATE OF MERGER

OF

CONAGRA GROCERY PRODUCTS COMPANY (A DELAWARE CORPORATION)

INTO

INTERNATIONAL HOME FOODS, INC. (A DELAWARE CORPORATION)

(UNDER SECTION 251 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE)

It is hereby certified that:

- 1. The constituent corporations participating in the merger herein certified are:
 - (i) CONAGRA GROCERY PRODUCTS COMPANY, which is incorporated under the laws of the State of Delaware; and
 - (ii) INTERNATIONAL HOME FOODS, INC., which is incorporated under the laws of the State of Delaware.
- 2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.
- 3. The name of the surviving corporation in the merger herein certified is International Home Foods, Inc., which will continue its existence as said surviving corporation under the name ConAgra Grocery Products Company upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
- 4. The Certificate of Incorporation of International Home Foods, Inc. is to be amended and changed by reason of the merger herein certified by striking out Article I thereof, relating to the name of said surviving corporation, and by substituting in lieu thereof the following Article I:

"ARTICLE I

NAME

"The name of the corporation is ConAgra Grocery Products Company (referred to hereinafter as the "Corporation").";

and said Certificate of Incorporation as so amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

One ConAgra Drive Omaha, Nebraska 68102

- 6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of either of the aforesaid constituent corporations.
- 7. This Certificate of Merger shall be effective as of the close of business on December 31, 2000.

Dated: December 28, 2000.

RECORDED: 05/10/2001

INTERNATIONAL HOME FOODS, INC.

By:

Debra K. Keith

Its:

Vice President