





**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 29 2001



*Bill Jones*  
 Secretary of State

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FILED  
In the office of the Secretary of State  
of the State of California

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*March Fong Eu*  
MARCH FONG EU, Secretary of State

CERTIFICATE OF OWNERSHIP  
OF FOSTER FOOD PRODUCTS

Thomas Foster and George Foster certify that:

1. They are the President and Secretary, respectively, of Foster Poultry Farms, a California corporation.
2. Foster Poultry Farms is the parent corporation of Foster Food Products, its subsidiary, owning 100% of the outstanding shares of such subsidiary.
3. The Board of Directors of Foster Poultry Farms duly adopted the following resolution:

WHEREAS, this corporation is the owner of all of the issued and outstanding capital stock of Foster Food Products, a California corporation; and

WHEREAS, it is deemed to be in the best interests of this corporation and its shareholder that Foster Food Products be merged into this corporation pursuant to Section 1110 of the California Corporations Code;

NOW, THEREFORE, BE IT RESOLVED, that Foster Food Products, a wholly owned subsidiary of this corporation, shall be merged into this corporation and that this corporation shall assume all of the liabilities of such subsidiary pursuant to Section 1110 of the Corporations Code of the State of California;

RESOLVED FURTHER, that the President and Secretary of this corporation be, and they are, hereby authorized and directed to execute and file a certificate of ownership pursuant to Section 1110 of the Corporations Code of the State of California, and to do any and all things and execute any and all documents which may be deemed necessary or proper to consummate said merger.

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We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: DECEMBER 17, 1990

Tom Foster  
Thomas Foster, President

George Foster  
George Foster, Secretary

