

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gold Kist Holdings Inc.		09/22/2004	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Gold Kist Inc.		
Street Address:	244 Perimeter Center Parkway, N.E.		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30346		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1044321		
Registration Number:	1042423	MCEVER'S	
Registration Number:	1045520	MCEVER'S	
CORRESPONDENCE DATA			
Fax Number:	(404)881-7777		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	4048817000		
Email:	byates@alston.com		
Correspondent Name:	Ginabeth B. Hutchison, Esq.		
Address Line 1:	1201 W. Peachtree Street		
Address Line 2:	c/o Alston & Bird LLP		
Address Line 4:	Atlanta, GEORGIA 30309-3424		
ATTORNEY DOCKET NUMBER:	000005/301168		
NAME OF SUBMITTER:	Ginabeth B. Hutchison		

OP \$90.00 1044321

Signature:	/Ginabeth B. Hutchison/
Date:	04/25/2006
Total Attachments: 6 source=Amended and Restated Cert of Incorp from Gold Kist Holdings Inc to Gold Kist Inc #page1.tif source=Amended and Restated Cert of Incorp from Gold Kist Holdings Inc to Gold Kist Inc #page2.tif source=Amended and Restated Cert of Incorp from Gold Kist Holdings Inc to Gold Kist Inc #page3.tif source=Amended and Restated Cert of Incorp from Gold Kist Holdings Inc to Gold Kist Inc #page4.tif source=Amended and Restated Cert of Incorp from Gold Kist Holdings Inc to Gold Kist Inc #page5.tif source=Amended and Restated Cert of Incorp from Gold Kist Holdings Inc to Gold Kist Inc #page6.tif	

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
GOLD KIST HOLDINGS INC.**

Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, Gold Kist Holdings Inc., a Delaware corporation (the "Corporation") incorporated in the State of Delaware on May 25, 2004

**ARTICLE ONE
NAME AND PURPOSE**

1.1 **Name.** The name of the corporation is Gold Kist Inc. (the "Corporation").

1.2 **Purpose.** The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "Delaware General Corporation Law").

**ARTICLE TWO
CAPITALIZATION**

2.1 **Authorized Shares.** The Corporation shall have authority, to be exercised by the board of directors, to issue (i) 900,000,000 shares of common stock, \$.01 par value, which shall be entitled to one vote per share and shall be entitled to receive the net assets of the Corporation upon dissolution and (ii) 100,000,000 shares of preferred stock, \$.01 par value. Shares of preferred stock may be issued from time to time in one or more classes or series, each such class or series to be so designated as to distinguish the shares thereof from the shares of all other classes and series. The Board of Directors is hereby vested with the authority to divide preferred stock into classes or series and to fix and determine the relative rights, preferences, qualifications, and limitations of the shares of any class or series so established, pursuant to which the Board of Directors has adopted and approved the Certificate of Designation attached hereto.

**ARTICLE THREE
REGISTERED OFFICE AND AGENT**

The registered office of the Corporation in the State of Delaware shall be located at Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Corporation's registered agent for service of process in the State of Delaware at such address is The Corporation Trust Company.

**ARTICLE FOUR
PRINCIPAL OFFICE**

The mailing address of the initial principal office of the Corporation is:

ATL01/1739830v2

244 Perimeter Center Parkway, N.E.
Atlanta, Georgia 30346

**ARTICLE FIVE
BOARD OF DIRECTORS**

5.1 Classified Board of Directors. The number of directors of the Corporation shall be as fixed from time to time by or pursuant to the Corporation's By-Laws. The directors shall be divided into three classes, Class I, Class II and Class III. At the annual stockholders meeting in 2005, the terms of the initial Class I directors shall expire and a new Class I shall be elected for a term expiring at the third annual meeting of stockholders following their election and upon the election and qualification of their respective successors; at the annual stockholders meeting in 2006, the terms of the initial Class II directors shall expire and a new Class II shall be elected for a term expiring at the third annual meeting of stockholders following their election and upon the election and qualification of their respective successors; and at the annual stockholders meeting in 2007, the terms of the initial Class III directors shall expire and a new Class III shall be elected for a term expiring at the third annual meeting of stockholders following their election and upon the election and qualification of their respective successors. At each succeeding annual meeting of stockholders, successors to the class of directors whose term expires at the annual meeting of stockholders shall be elected for a term expiring at the third annual meeting of stockholders following their election and upon the election and qualification of their respective successor. Except as provided in Section 5.3, a director shall be elected by the affirmative vote of the holders of a plurality of the shares that are represented at the meeting of stockholders at which the director stands for election and that are entitled to elect such director.

5.2 Removal. Directors may only be removed from the Board of Directors for cause and only at a special meeting of stockholders by the affirmative vote of at least a majority of the total number of votes of the then outstanding shares of the Corporation's capital stock entitled to vote in the election of directors and only if notice of such proposal was contained in the notice of such meeting. Any vacancy in the Board of Directors resulting from such removal shall be filled in accordance with Section 5.3 hereof. For purposes of this Section, "cause" shall mean only (a) conviction of a felony, (b) declaration of unsound mind by an order of a court, (c) gross dereliction of duty, (d) commission of an action involving moral turpitude, or (e) commission of an action which constitutes intentional misconduct or a knowing violation of law if such action in either event results in an improper substantial personal benefit or a material injury to the Corporation.

5.3 Vacancies and Changes of Authorized Number. All vacancies and any newly created directorship resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although fewer than a quorum, or by a sole remaining director. Each director chosen in accordance with this Section shall hold office until the next election of the class for which such director shall have been chosen, and until such director's successor is elected and qualified, or until the

director's earlier death, resignation or removal; provided, however that a director chosen in accordance with this Section to fill a newly-created directorship shall hold office only until the next election of directors by the stockholders and until such director's successor is elected and qualified, or until the director's earlier death, resignation or removal.

5.4 **Amendment.** Article Five of this Amended and Restated Certificate of Incorporation may only be amended, modified or repealed by (i) the vote of at least two-thirds (2/3) of the Board of Directors, and (ii) the affirmative vote of the holders of at least two-thirds (2/3) of all classes of stock entitled to vote in the election of directors.

5.5 **Election of Directors.** The election of directors need not be by written ballot.

ARTICLE SIX SEVERABILITY

In the event that any provision of this Certificate of Incorporation (including any provision within a single article, paragraph or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the full extent permitted by law.

ARTICLE SEVEN AMENDMENT OF BY-LAWS

Except as otherwise provided in this Article Seven, the By-Laws may be altered, amended or repealed, and new By-Laws may be adopted, by (a) the affirmative vote of the holders of two-thirds (2/3) of the shares of stock then outstanding and entitled to vote in the election of directors, or (b) the Board of Directors of the Corporation, but any By-Law adopted by the Board of Directors may be altered, amended or repealed, or new By-Laws may be adopted, by the affirmative vote of two-thirds (2/3) of the shares of stock then outstanding and entitled to vote in the election of directors. The stockholders may prescribe, by so expressing in the action they take in amending or adopting any By-Law or By-Laws, that the By-Law or By-Laws so amended or adopted by them shall not be altered, amended or repealed by the Board of Directors.

ARTICLE EIGHT LIMITATION OF DIRECTOR LIABILITY

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) under Section 174 of the Delaware General Corporation Law; or (d) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law hereafter is amended to authorize the further

elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware General Corporation Law.

Any repeal or modification of this Article Eight shall be prospective only and shall not adversely affect any right or protection of, or any limitation on the liability of a director of the Corporation existing at, or arising out of the facts or incidents occurring prior to, the effective date of such repeal or modification.

For purposes of this Article Eight, "fiduciary duty as a director" also shall include any fiduciary duty arising out of serving at the Corporation's request as a director of another corporation, partnership, limited liability company, joint venture or other enterprise, and "liable to the Corporation or its stockholders" also shall include any liability to such other corporation, partnership, limited liability company, joint venture, trust or other enterprise, and any liability to the Corporation in its capacity as a security holder, joint venturer, partner, member, beneficiary, creditor or investor of or in any such other corporation, partnership, limited liability company, joint venture, trust or other enterprise.

ARTICLE NINE AMENDMENTS

Except as provided in Section 5.4 hereof, this Amended and Restated Certificate of Incorporation may only be amended, modified or repealed by (i) a majority vote of the Board of Directors, and (ii) the affirmative vote of the holders of at a majority of all classes of stock entitled to vote in the election of directors.

ARTICLE TEN STOCKHOLDER ACTION IN LIEU OF MEETING

No action that is required or permitted to be taken by the stockholders of the Corporation at any annual or special meeting of stockholders may be effected by written consent of stockholders in lieu of a meeting of stockholders, unless the action to be effected by written consent of stockholders and the taking of such action by such written consent have expressly been approved in advance by the Board of Directors of the Corporation.

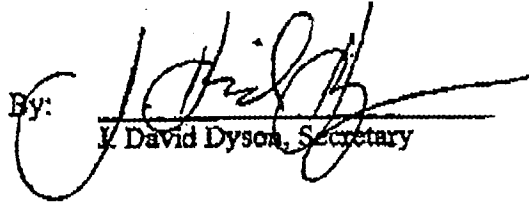
This Amended and Restated Certificate of Incorporation contains amendments requiring stockholder approval and were duly adopted in accordance with the applicable provisions of Section 242 of the Delaware General Corporation Law by the Board of Directors of the Corporation on June 30, 2004 and by the sole stockholder of the Corporation on July 23, 2004.

This Amended and Restated Certificate of Incorporation shall be effective at 8:00 a.m., October 13, 2004.

This Amended and Restated Certificate of Incorporation supersedes the original Certificate of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer on this 22nd day of September, 2004.

GOLD KIST HOLDINGS INC.

By: 
J. David Dyson, Secretary