

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 OWNERSHIP OF HUNT-WESSON, INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING BEATRICE COMPANY A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 1993, AT 2:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

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

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William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *4075833

DATE: 09/28/1993

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TRADEMARK
REEL: 1760 FRAME: 0545

CERTIFICATE OF OWNERSHIP AND MERGER

OF

BEATRICE COMPANY
A Delaware Corporation

INTO

HUNT-WESSON, INC.
A Delaware Corporation

I.

The name of the merging corporation is **BEATRICE COMPANY**, a Delaware corporation. The name of the surviving corporation is **HUNT-WESSON, INC.**, a Delaware corporation.

II.

HUNT-WESSON, INC., a Delaware corporation, in accordance with Section 253 of Delaware General Corporation Law, sets forth the following copy of the resolution of its Board of Directors to so merge, such resolution adopted on the 23rd day of September, 1993:

WHEREAS, BEATRICE COMPANY, owns 100% of the outstanding shares of **HUNT-WESSON, INC.** in accordance with the Plan of Merger and Reorganization attached as Exhibit A;

WHEREAS, it is in the best interest of **BEATRICE COMPANY** to merge itself into **HUNT-WESSON, INC.**;

WHEREAS, the attached Plan of Merger and Reorganization has been approved by a majority of the outstanding shares of stock of **BEATRICE COMPANY** in accordance with Delaware General Corporation Law.

"**RESOLVED** that **BEATRICE COMPANY** be merged into **HUNT-WESSON, INC.** in accordance with the attached Plan of Merger and Reorganization, effective upon filing a Certificate of Ownership and Merger with the Delaware Secretary of State, in accordance with Section 253 of Delaware General Corporation law and that the officers of the corporation be, and hereby are, authorized and directed to execute, acknowledge and file a Certificate of Ownership and Merger and such other documents as may be necessary and proper to effect such merger in the appropriate jurisdictions."

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BC/Hunt-Wesson-DE

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"RESOLVED, that the stock of HUNT-WESSON, INC., the surviving corporation, shall be issued pro rata to the holders of the stock of BEATRICE COMPANY upon surrender of the BEATRICE COMPANY stock certificates.

DATED: September 23, 1993.

BEATRICE COMPANY

By:


John J. Dill
Vice President Tax

ATTEST:

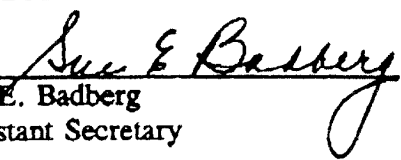

Sue E. Badberg
Assistant Secretary

EXHIBIT A

PLAN OF MERGER AND REORGANIZATION

OF

**BEATRICE COMPANY
A Delaware Corporation**

INTO

**HUNT-WESSON, INC.
A Delaware Corporation**

1. The names of the corporations merging pursuant to this Plan of Merger and Reorganization are HUNT-WESSON, INC., a Delaware corporation, and BEATRICE COMPANY, a Delaware corporation. The name of the corporation that is to survive the merger (the "surviving corporation") is HUNT-WESSON, INC.

2. The surviving corporation shall assume all liabilities and assets of BEATRICE COMPANY effective immediately upon the filing of the Certificate of Ownership and Merger in the office of the Secretary of State of Delaware.

3. The certificate of incorporation of HUNT-WESSON, INC. shall be the certificate of incorporation of the surviving corporation.

4. The authorized capital stock of BEATRICE COMPANY consists of 1,000 shares of common stock, par value \$1.00 each.

5. All shares of BEATRICE COMPANY and HUNT-WESSON, INC. shall be cancelled. Shares of stock of HUNT-WESSON, INC. shall be issued pro rata to the holders of the stock of BEATRICE COMPANY upon surrender of the BEATRICE COMPANY stock certificates.

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Exhibit A/BUSF/NS-Beatrice-Delaware