

State of Delaware
Office of the Secretary of State

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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 OWNERSHIP, WHICH MERGES:

"BEAN CUISINE CO.", A ILLINOIS CORPORATION,

WITH AND INTO "THE GIROD CORPORATION" UNDER THE NAME OF "THE GIROD CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2000, AT 11:10 O' CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1247250

DATE: 07-17-01

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STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP
AND MERGER
MERGING
BEAN CUISINE CO.
INTO
THE GIROD CORPORATION

* * * * *

Pursuant to Section 253 of the General Corporation Law of Delaware, THE GIROD CORPORATION, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 30th day of November, 1992, pursuant to the General Corporation Law of the State of Delaware;

SECOND: That this corporation owns all of the outstanding shares (of each class) of the stock of BEAN CUISINE CO.(formerly, W.J.CLARK & CO.), a corporation incorporated on the 2nd day of October, 1987, pursuant to the Business Corporation Act of the State of Illinois;

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, dated December 26, 2000, determined to and did merge into itself said BEAN CUISINE CO.:

RESOLVED, that the board of directors of The Girod Corporation, a Delaware corporation ("Girod"), does hereby adopt a plan of merger pursuant to the provisions of Section 253 of the Delaware General Corporation Law, whereby Bean Cuisine Co., an Illinois corporation ("BCC"), shall be merged with and into Girod effective as of the close of business on December 29, 2000, in such a way that the corporate existence of BCC shall cease, Girod shall acquire all the assets and assume all liabilities of BCC, the certificate of incorporation of Girod shall in no way be modified or amended by virtue of the merger, and all of the outstanding capital stock of BCC shall be cancelled and extinguished by virtue of the merger;

FURTHER RESOLVED, that for federal income tax purposes the statutory short-form merger of BCC into Girod as hereinabove authorized shall be considered a liquidation under Section 332 of the Internal Revenue Code of 1986 (the "Code"); and the foregoing resolution calling for the statutory short-form merger of BCC into Girod, together with this resolution, shall constitute a Plan of Complete Liquidation of BCC within the meaning and for the purpose of Section 332 of the Code, and the adoption of this resolution and of the foregoing resolution relating to BCC considered, for purpose of Treasury Regulation Section 1.332 - 6(a), to constitute the adoption by BCC (as well as by Girod) of a plan of liquidation of BCC;

FURTHER RESOLVED, that the President, any Vice-President, the Secretary, and Assistant Secretary, or any one of them acting alone, be and each of them is hereby authorized and empowered, for, in the name of, and on behalf of Girod to execute, acknowledge, certify, deliver, and file (a) copies of the certificate of ownership and merger and articles of merger, with all such changes, additions, deletions, and alterations (not in conflict with the provisions of the preceding resolutions) as may be approved, in his absolute discretion, by the officer who executes the same, and (b) all such other documents, certificates, letters, acknowledgments, receipts, instruments, and agreements as may be deemed necessary or convenient in connection with the implementation and closing of the merger by such officer or officers in his, her or their absolute discretion;

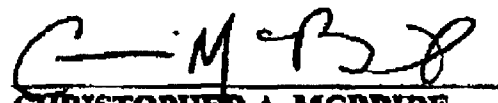
FURTHER RESOLVED, that the President, any Vice-President, or any Secretary or Assistant Secretary of Girod, or any one of them acting alone, be and each of them is hereby authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger and authorized and empowered, for, in the name of, and on behalf of Girod to retain such counsel, accountants, and other advisors as they in their sole discretion shall deem necessary or appropriate in order to carry out the intents and purposes of the foregoing resolutions.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be amended or terminated and abandoned by the Board of Directors of THE GIROD CORPORATION at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, THE GIROD CORPORATION has caused this certificate to be signed by Christopher A. McBride, its Secretary, this 26th day of December, 2000, but effective December 29, 2000.

THE GIROD CORPORATION

By:


CHRISTOPHER A. MCBRIDE
SECRETARY