

Resub

06-28-2002

FORM PTO-1618A
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OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

102138627

**RECORDATION FORM COVER SHEET
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03/20/02

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Date Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying parties attached

Name:

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Stephen B. Salai

Address (line 1) Harter, Secrest & Emery LLP

Address (line 2) 1600 Bausch & Lomb Place

Address (line 3) Rochester, New York 14604-2711

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

585-232-6500

Name Stephen B. Salai

Address (line 1) Harter, Secrest & Emery LLP

Address (line 2) 1600 Bausch & Lomb Place

Address (line 3) Rochester, New York 14604-2711

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

8

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

2,152,751	2,023,032	2,011,221
2,175,273		

Number of Properties

Enter the total number of properties involved.

4

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 115.00

Method of Payment:
Deposit Account

Enclosed Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

03 3875

Authorization to charge additional fees:

Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Stephen B. Salai

June 17, 2002

Name of Person Signing

Signature

Date Signed

09-07-2001



R. 101835596 .A/EET
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Conveyance Type

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- Effective Date
Month Day Year

Conveying Party

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Execution Date
Month Date Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

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Mark if additional names of conveying parties attached

Name:

DBA/AKATA

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Address (line 2)

Address (line 3)
City State/Country Zip Code

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 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other
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09/06/2001 TDI A21 00000026 2152751

01 FC:481 40.00 DP
02 FC:482 25.00 DP

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Address (line 3) Rochester, New York 14604-2711

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

716-232-6500

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Address (line 4)

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Mark if additional numbers attached

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Trademark Application Number(s)

Registration Number(s)

2,152,751	2,023,032	2,011,221
2,175,273		

Number of Properties

Enter the total number of properties involved.

4

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 115.00

Method of Payment: Enclosed Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # 03-3875

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Stephen B. Salai

August 28, 2001

Name of Person Signing

Signature

Date Signed



**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

MAPLE LEAF FOODS INC.

LES ALIMENTS MAPLE LEAF INC.

385232-6

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

January 1, 2001 / le 1 janvier 2001

Date of Amalgamation - Date de fusion



1 - Name of amalgamated corporation **MAPLE LEAF FOODS INC.** Dénomination de la société issue de la fusion
LES ALIMENTS MAPLE LEAF INC.

2 - The place in Canada where the registered office is to be situated
 Lieu au Canada où doit être situé le siège social
CITY OF TORONTO, PROVINCE OF ONTARIO

3 - The classes and any maximum number of shares that the corporation is authorized to issue
 Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
SEE ATTACHED SCHEDULE A

4 - Restrictions, if any, on share transfers
 Restrictions sur le transfert des actions, s'il y a lieu
NONE

5 - Number (or minimum and maximum number) of directors
 Nombre (ou nombre minimal et maximal) d'administrateurs
SUCH NUMBER, NOT LESS THAN EIGHT (8) AND NOT MORE THAN EIGHTEEN (18), AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DETERMINE

6 - Restrictions, if any, on business the corporation may carry on
 Limites imposées à l'activité commerciale de la société, s'il y a lieu
NONE

7 - Other provisions, if any
 Autres dispositions, s'il y a lieu
SEE ATTACHED SCHEDULE B

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:
 8 - La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après.

183
 184(1)
 184(2)

9 - Name of the amalgamating corporations Dénomination des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre
MAPLE LEAF FOODS INC.	314040-9	<i>[Signature]</i>	00/12/27	VICE PRESIDENT & CORPORATE SEC
MAPLE LEAF MEATS INC.	323027-9	<i>[Signature]</i>	00/12/27	VICE PRESIDENT & SECRETARY

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT
 Corporation No. - N° de la société **385232-6** Filed - Déposé **January 3, 2001**

Schedule "A"

Share Conditions

The Corporation is authorized to issue:

- (a) an unlimited number of Common Shares; and
- (b) 23,400,000 Non-Voting Common Shares.

The rights, privileges, restrictions and conditions attaching to the Common Shares and the Non-Voting Common Shares shall be as follows:

COMMON SHARES

1. Dividends

The Common Shares and the Non-Voting Common Shares of the Corporation shall participate equally as to dividends. All dividends which the board of directors of the Corporation shall determine to declare and pay, shall be declared and paid in equal amounts per share and at the same time on all Common Shares and Non-Voting Common Shares issued and outstanding without preference or distinction.

2. Voting Rights

The holders of the Common Shares shall be entitled to receive notice of, to attend, and to vote at all meetings of shareholders of the Corporation. At such meetings, the holders of the Common Shares shall be entitled to one vote for each Common Share held.

3. Parity on Liquidation and Dissolution

In the event of a liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, all of the property and assets of the Corporation available for distribution to the holders of the Common Shares and the holders of the Non-Voting Common Shares shall be paid or distributed equally, share for share, to the holders of the Common Shares and the holders of the Non-Voting Common Shares, respectively, without preference or distinction.

4. Equality of Shares

Except as provided for herein, each Common Share and each Non-Voting Common Share shall have the same rights and attributes and be the same in all respects. Upon any consolidation, subdivision, exchange, reclassification or cancellation of the Non-Voting Common Shares, an equivalent consolidation, subdivision, exchange, reclassification or cancellation shall be made to the Common Shares to preserve the equivalence of such classes of shares provided for herein.

NON-VOTING COMMON SHARES

I. Dividends

The Non-Voting Common Shares and the Common Shares of the Corporation shall participate equally as to dividends. All dividends which the board of directors of the Corporation shall determine to declare and pay, shall be declared and paid in equal amounts per share and at the same time on all Non-Voting Common Shares and Common Shares issued and outstanding without preference or distinction.

2. Non-Voting Rights

Except as required by law, the holders of the Non-Voting Common Shares as a class shall not be entitled as such to vote at any meeting of the shareholders of the Corporation. The holders of the Non-Voting Common Shares shall be entitled to receive notice of and to attend meetings of holders of voting shares of the Corporation except meetings at which only holders of a specified class of shares are entitled to vote.

The holders of Non-Voting Common Shares shall not be entitled to vote separately as a class, and shall not be entitled to dissent, upon a proposal to amend the articles to:

- (a) increase or decrease any maximum number of authorized Non-Voting Common Shares resulting from a subdivision or consolidation respectively;
- (b) increase any maximum number of authorized shares of a class or series of a class having rights or privileges equal or superior to the Non-Voting Common Shares;
- (c) effect an exchange, reclassification or cancellation of the Non-Voting Common Shares; or
- (d) create a new class or series of a class of shares equal or superior to the Non-Voting Common Shares,

unless the holders of Non-Voting Common Shares are being affected by such amendment in a manner differently from the holders of Common Shares.

3. Parity on Liquidation and Dissolution

In the event of a liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, all of the property and assets of the Corporation available for distribution to the holders of the Non-Voting Common Shares and the holders of the Common Shares shall be paid or distributed equally, share for share, to the holders of the Non-Voting Common Shares and the holders of the Common Shares, respectively, without preference or distinction.

4. Equality of Shares

Except as provided for herein, each Non-Voting Common Share and each Common Share shall have the same rights and attributes and be the same in all respects. Upon any consolidation, subdivision, exchange, reclassification or cancellation of the Common Shares, an equivalent consolidation, subdivision, exchange, reclassification or cancellation shall be made to the Non-Voting Common Shares to preserve the equivalence of such classes of shares provided for herein.

5. Conversion of Non-Voting Common Shares into Common Shares

The Non-Voting Common Shares, or any of them, may, upon and subject to the terms and conditions hereinafter set forth, be converted at any time by the holder or holders thereof into fully paid Common Shares of the Corporation as the same shall be constituted at the time of conversion on the basis of one (1) Common Share as presently constituted for one (1) Non-Voting Common Share; provided, however, that in the event of liquidation, dissolution or winding-up of the Corporation, such right of conversion shall cease and expire at noon on the business day next preceding the date of such liquidation, dissolution or winding up.

A holder of Non-Voting Common Shares desiring to convert such shares into Common Shares in accordance with the foregoing shall surrender the certificate or certificates representing the Non-Voting Common Shares to be converted to the registered office of the Corporation, accompanied by a request in writing for such conversion with the holder's signature thereon verified, and any other documentation as the directors of the Corporation may from time to time require, and thereupon there shall be issued to such holder by the Corporation, as fully paid and non-assessable, the number of Common Shares to which the holder is entitled to upon such conversion. Any such conversion of Non-Voting Common Shares into Common Shares shall be deemed to occur on the date such certificate, request in writing and other documentation is delivered to the registered office of the Corporation. The holder shall pay any governmental or other tax imposed on or in respect of such conversion. If only a part of the Non-Voting Common Shares represented by any certificate is to be converted, a new certificate for the balance of the Non-Voting Common Shares held by such shareholder shall be issued by the Corporation.

6. Automatic Conversion of Non-Voting Common Shares Upon Transfer

If, at any time, a holder of Non-Voting Common Shares transfers all or a portion of the Non-Voting Common Shares held by such holder, the shares being transferred shall be automatically converted upon such transfer into fully paid Common Shares of the Corporation on the basis of one Common Share for each Non-Voting Common Share simultaneously upon the completion of such transfer, without any further action by the Corporation or any other person, so that the transferee will be a holder of Common Shares in equal number to the Non-Voting Common Shares transferred by the transferor.

Following the transfer, the transferee shall surrender to the registered office of the Corporation the certificate or certificates representing the Non-Voting Common Shares transferred by the transferor, accompanied by written evidence of the transfer, as the directors of the Corporation may from time to time require. Upon such surrender, a new share certificate representing an equal number of Common Shares shall be issued to the transferee. If only a part of the Non-Voting Common Shares represented by a certificate were transferred, a new share certificate representing the number of Common Shares received by the transferee shall be issued by the Corporation. In addition, the Corporation shall issue to the transferor a new share certificate representing the portion of Non-Voting Common Shares evidenced by the original certificate which were not transferred by the transferor.

Schedule "B"

Other Provisions

1. Without limit to the powers of the Board of Directors as set out in the Canada Business Corporations Act (the "Act"), the Board of Directors may from time to time on behalf of the Corporation:
 - (i) borrow money upon the credit of the Corporation;
 - (ii) issue, re-issue, sell or pledge debt obligations of the Corporation;
 - (iii) to the extent permitted by the Act, give, directly or indirectly, financial assistance to any person by means of a loan, a guarantee to secure the performance of an obligation or otherwise; and
 - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation.

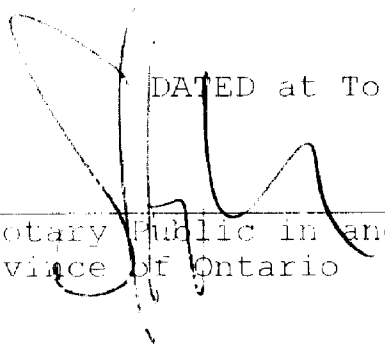
The Board of Directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the Board of Directors all or any of the powers conferred on the board of directors in relation to the foregoing by this paragraph or by the Act to such extent and in such manner as the Board of Directors shall determine at the time of each such delegation. Nothing in this paragraph limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

2. The directors of the Corporation may appoint one or more directors who shall hold office for a term expiring not later than the close of the next annual meeting of the Corporation, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of the Corporation.

CANADA)
)
PROVINCE OF ONTARIO)
)
JUDICIAL DISTRICT OF YORK)
)
TO WIT :)

I, JEFFREY STEVEN MILLER, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, residing in the City of Toronto, in the said Province DO HEREBY CERTIFY that the paper writing hereto annexed, the first page of which is stamped with an impression of my seal, is a true and correct photostatic copy of the original Certificate and Articles of Amalgamation of **MAPLE LEAF FOODS INC./LES ALIMENTS MAPLE LEAF INC.** issued by Consumer and Corporate Affairs Canada and dated January 1, 2001, the said photostatic copy having been compared by me, page for page, with the said original document, an act whereof being requested I have granted the same under my hand and notarial seal of office to serve and avail as occasion shall or may require.

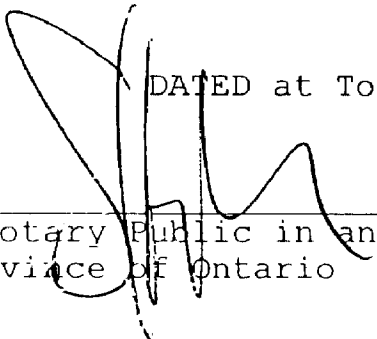
DATED at Toronto this 14th day of March, 2001.



A Notary Public in and for the
Province of Ontario

CANADA)
)
PROVINCE OF ONTARIO)
)
JUDICIAL DISTRICT OF YORK)
)
TO WIT :)

I, JEFFREY STEVEN MILLER, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, residing in the City of Toronto, in the said Province DO HEREBY CERTIFY that the paper writing hereto annexed, the first page of which is stamped with an impression of my seal, is a true and correct photostatic copy of the original Certificate and Articles of Amalgamation of MAPLE LEAF FOODS INC./LES ALIMENTS MAPLE LEAF INC. issued by Consumer and Corporate Affairs Canada and dated January 1, 2001, the said photostatic copy having been compared by me, page for page, with the said original document, an act whereof being requested I have granted the same under my hand and notarial seal of office to serve and avail as occasion shall or may require.

 DATED at Toronto this 14th day of March, 2001.

A Notary Public in and for the
Province of Ontario



Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

MAPLE LEAF FOODS INC.

LES ALIMENTS MAPLE LEAF INC.

385232-6

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

January 1, 2001 / le 1 janvier 2001

Date of Amalgamation - Date de fusion

Canada

TRADEMARK
REEL: 002533 FRAME: 0227



1 - Name of amalgamated corporation MAPLE LEAF FOODS INC. LES ALIMENTS MAPLE LEAF INC.

2 - The place in Canada where the registered office is to be situated CITY OF TORONTO, PROVINCE OF ONTARIO

3 - The classes and any maximum number of shares that the corporation is authorized to issue SEE ATTACHED SCHEDULE A

4 - Restrictions, if any, on share transfers NONE

5 - Number (or minimum and maximum number) of directors SUCH NUMBER, NOT LESS THAN EIGHT (8) AND NOT MORE THAN EIGHTEEN (18), AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DETERMINE

6 - Restrictions, if any, on business the corporation may carry on NONE

7 - Other provisions, if any SEE ATTACHED SCHEDULE B

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: 183, 184(1), 184(2)

Table with 5 columns: Name of the amalgamating corporations, Corporation No., Signature, Date, Title. Rows include Maple Leaf Foods Inc. and Maple Leaf Meats Inc.

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT Corporation No. - N° de la société 385232-6

Filed - Déposé TRADEMARK 3, 2015 1

Schedule "A"

Share Conditions

The Corporation is authorized to issue:

- (a) an unlimited number of Common Shares; and
- (b) 23,400,000 Non-Voting Common Shares.

The rights, privileges, restrictions and conditions attaching to the Common Shares and the Non-Voting Common Shares shall be as follows:

COMMON SHARES

1. Dividends

The Common Shares and the Non-Voting Common Shares of the Corporation shall participate equally as to dividends. All dividends which the board of directors of the Corporation shall determine to declare and pay, shall be declared and paid in equal amounts per share and at the same time on all Common Shares and Non-Voting Common Shares issued and outstanding without preference or distinction.

2. Voting Rights

The holders of the Common Shares shall be entitled to receive notice of, to attend, and to vote at all meetings of shareholders of the Corporation. At such meetings, the holders of the Common Shares shall be entitled to one vote for each Common Share held.

3. Parity on Liquidation and Dissolution

In the event of a liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, all of the property and assets of the Corporation available for distribution to the holders of the Common Shares and the holders of the Non-Voting Common Shares shall be paid or distributed equally, share for share, to the holders of the Common Shares and the holders of the Non-Voting Common Shares, respectively, without preference or distinction.

4. Equality of Shares

Except as provided for herein, each Common Share and each Non-Voting Common Share shall have the same rights and attributes and be the same in all respects. Upon any consolidation, subdivision, exchange, reclassification or cancellation of the Non-Voting Common Shares, an equivalent consolidation, subdivision, exchange, reclassification or cancellation shall be made to the Common Shares to preserve the equivalence of such classes of shares provided for herein.

NON-VOTING COMMON SHARES

I. Dividends

The Non-Voting Common Shares and the Common Shares of the Corporation shall participate equally as to dividends. All dividends which the board of directors of the Corporation shall determine to declare and pay, shall be declared and paid in equal amounts per share and at the same time on all Non-Voting Common Shares and Common Shares issued and outstanding without preference or distinction.

2. Non-Voting Rights

Except as required by law, the holders of the Non-Voting Common Shares as a class shall not be entitled as such to vote at any meeting of the shareholders of the Corporation. The holders of the Non-Voting Common Shares shall be entitled to receive notice of and to attend meetings of holders of voting shares of the Corporation except meetings at which only holders of a specified class of shares are entitled to vote.

The holders of Non-Voting Common Shares shall not be entitled to vote separately as a class, and shall not be entitled to dissent, upon a proposal to amend the articles to:

- (a) increase or decrease any maximum number of authorized Non-Voting Common Shares resulting from a subdivision or consolidation respectively;
- (b) increase any maximum number of authorized shares of a class or series of a class having rights or privileges equal or superior to the Non-Voting Common Shares;
- (c) effect an exchange, reclassification or cancellation of the Non-Voting Common Shares; or
- (d) create a new class or series of a class of shares equal or superior to the Non-Voting Common Shares,

unless the holders of Non-Voting Common Shares are being affected by such amendment in a manner differently from the holders of Common Shares.

3. Parity on Liquidation and Dissolution

In the event of a liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, all of the property and assets of the Corporation available for distribution to the holders of the Non-Voting Common Shares and the holders of the Common Shares shall be paid or distributed equally, share for share, to the holders of the Non-Voting Common Shares and the holders of the Common Shares, respectively, without preference or distinction.

4. Equality of Shares

Except as provided for herein, each Non-Voting Common Share and each Common Share shall have the same rights and attributes and be the same in all respects. Upon any consolidation, subdivision, exchange, reclassification or cancellation of the Common Shares, an equivalent consolidation, subdivision, exchange, reclassification or cancellation shall be made to the Non-Voting Common Shares to preserve the equivalence of such classes of shares provided for herein.

5. Conversion of Non-Voting Common Shares into Common Shares

The Non-Voting Common Shares, or any of them, may, upon and subject to the terms and conditions hereinafter set forth, be converted at any time by the holder or holders thereof into fully paid Common Shares of the Corporation as the same shall be constituted at the time of conversion on the basis of one (1) Common Share as presently constituted for one (1) Non-Voting Common Share; provided, however, that in the event of liquidation, dissolution or winding-up of the Corporation, such right of conversion shall cease and expire at noon on the business day next preceding the date of such liquidation, dissolution or winding up.

A holder of Non-Voting Common Shares desiring to convert such shares into Common Shares in accordance with the foregoing shall surrender the certificate or certificates representing the Non-Voting Common Shares to be converted to the registered office of the Corporation, accompanied by a request in writing for such conversion with the holder's signature thereon verified, and any other documentation as the directors of the Corporation may from time to time require, and thereupon there shall be issued to such holder by the Corporation, as fully paid and non-assessable, the number of Common Shares to which the holder is entitled to upon such conversion. Any such conversion of Non-Voting Common Shares into Common Shares shall be deemed to occur on the date such certificate, request in writing and other documentation is delivered to the registered office of the Corporation. The holder shall pay any governmental or other tax imposed on or in respect of such conversion. If only a part of the Non-Voting Common Shares represented by any certificate is to be converted, a new certificate for the balance of the Non-Voting Common Shares held by such shareholder shall be issued by the Corporation.

6. Automatic Conversion of Non-Voting Common Shares Upon Transfer

If, at any time, a holder of Non-Voting Common Shares transfers all or a portion of the Non-Voting Common Shares held by such holder, the shares being transferred shall be automatically converted upon such transfer into fully paid Common Shares of the Corporation on the basis of one Common Share for each Non-Voting Common Share simultaneously upon the completion of such transfer, without any further action by the Corporation or any other person, so that the transferee will be a holder of Common Shares in equal number to the Non-Voting Common Shares transferred by the transferor.

Following the transfer, the transferee shall surrender to the registered office of the Corporation the certificate or certificates representing the Non-Voting Common Shares transferred by the transferor, accompanied by written evidence of the transfer, as the directors of the Corporation may from time to time require. Upon such surrender, a new share certificate representing an equal number of Common Shares shall be issued to the transferee. If only a part of the Non-Voting Common Shares represented by a certificate were transferred, a new share certificate representing the number of Common Shares received by the transferee shall be issued by the Corporation. In addition, the Corporation shall issue to the transferor a new share certificate representing the portion of Non-Voting Common Shares evidenced by the original certificate which were not transferred by the transferor.

Schedule "B"

Other Provisions

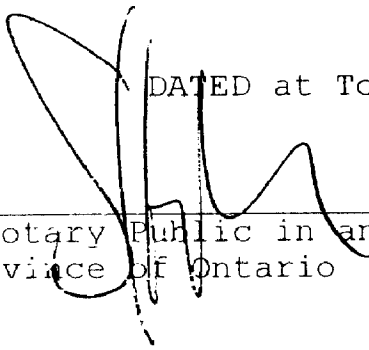
1. Without limit to the powers of the Board of Directors as set out in the Canada Business Corporations Act (the "Act"), the Board of Directors may from time to time on behalf of the Corporation:
 - (i) borrow money upon the credit of the Corporation;
 - (ii) issue, re-issue, sell or pledge debt obligations of the Corporation;
 - (iii) to the extent permitted by the Act, give, directly or indirectly, financial assistance to any person by means of a loan, a guarantee to secure the performance of an obligation or otherwise; and
 - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation.

The Board of Directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the Board of Directors all or any of the powers conferred on the board of directors in relation to the foregoing by this paragraph or by the Act to such extent and in such manner as the Board of Directors shall determine at the time of each such delegation. Nothing in this paragraph limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

2. The directors of the Corporation may appoint one or more directors who shall hold office for a term expiring not later than the close of the next annual meeting of the Corporation, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of the Corporation.

CANADA)
)
PROVINCE OF ONTARIO)
)
JUDICIAL DISTRICT OF YORK)
)
TO WIT :)

I, JEFFREY STEVEN MILLER, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, residing in the City of Toronto, in the said Province DO HEREBY CERTIFY that the paper writing hereto annexed, the first page of which is stamped with an impression of my seal, is a true and correct photostatic copy of the original Certificate and Articles of Amalgamation of **MAPLE LEAF FOODS INC./LES ALIMENTS MAPLE LEAF INC.** issued by Consumer and Corporate Affairs Canada and dated January 1, 2001, the said photostatic copy having been compared by me, page for page, with the said original document, an act whereof being requested I have granted the same under my hand and notarial seal of office to serve and avail as occasion shall or may require.

 DATED at Toronto this 14th day of March, 2001.

A Notary Public in and for the
Province of Ontario



**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

MAPLE LEAF FOODS INC.

LES ALIMENTS MAPLE LEAF INC.

385232-6

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

January 1, 2001 / le 1 janvier 2001

Date of Amalgamation - Date de fusion



1 - Name of amalgamated corporation **MAPLE LEAF FOODS INC.** Dénomination de la société issue de la fusion
LES ALIMENTS MAPLE LEAF INC.

2 - The place in Canada where the registered office is to be situated
 Lieu au Canada où doit être situé le siège social
CITY OF TORONTO, PROVINCE OF ONTARIO

3 - The classes and any maximum number of shares that the corporation is authorized to issue
 Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
SEE ATTACHED SCHEDULE A

4 - Restrictions, if any, on share transfers
 Restrictions sur le transfert des actions, s'il y a lieu
NONE

5 - Number (or minimum and maximum number) of directors
 Nombre (ou nombre minimal et maximal) d'administrateurs
SUCH NUMBER, NOT LESS THAN EIGHT (8) AND NOT MORE THAN EIGHTEEN (18), AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DETERMINE

6 - Restrictions, if any, on business the corporation may carry on
 Limites imposées à l'activité commerciale de la société, s'il y a lieu
NONE

7 - Other provisions, if any
 Autres dispositions, s'il y a lieu
SEE ATTACHED SCHEDULE B

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:
 8 - La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après.

183
 184(1)
 184(2)

9 - Name of the amalgamating corporations Dénomination des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre
MAPLE LEAF FOODS INC.	314040-7	<i>[Signature]</i>	00/12/27	VICE PRESIDENT & CORPORATE SE
MAPLE LEAF MEATS INC.	323027-9	<i>[Signature]</i>	00/12/27	VICE PRESIDENT & SECRETARY

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT
 Corporation No. - N° de la société **385-232-6** Filed - Déposé **January 3, 2001**

Schedule "A"

Share Conditions

The Corporation is authorized to issue:

- (a) an unlimited number of Common Shares; and
- (b) 23,400,000 Non-Voting Common Shares.

The rights, privileges, restrictions and conditions attaching to the Common Shares and the Non-Voting Common Shares shall be as follows:

COMMON SHARES

1. Dividends

The Common Shares and the Non-Voting Common Shares of the Corporation shall participate equally as to dividends. All dividends which the board of directors of the Corporation shall determine to declare and pay, shall be declared and paid in equal amounts per share and at the same time on all Common Shares and Non-Voting Common Shares issued and outstanding without preference or distinction.

2. Voting Rights

The holders of the Common Shares shall be entitled to receive notice of, to attend, and to vote at all meetings of shareholders of the Corporation. At such meetings, the holders of the Common Shares shall be entitled to one vote for each Common Share held.

3. Parity on Liquidation and Dissolution

In the event of a liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, all of the property and assets of the Corporation available for distribution to the holders of the Common Shares and the holders of the Non-Voting Common Shares shall be paid or distributed equally, share for share, to the holders of the Common Shares and the holders of the Non-Voting Common Shares, respectively, without preference or distinction.

4. Equality of Shares

Except as provided for herein, each Common Share and each Non-Voting Common Share shall have the same rights and attributes and be the same in all respects. Upon any consolidation, subdivision, exchange, reclassification or cancellation of the Non-Voting Common Shares, an equivalent consolidation, subdivision, exchange, reclassification or cancellation shall be made to the Common Shares to preserve the equivalence of such classes of shares provided for herein.

NON-VOTING COMMON SHARES

I. Dividends

The Non-Voting Common Shares and the Common Shares of the Corporation shall participate equally as to dividends. All dividends which the board of directors of the Corporation shall determine to declare and pay, shall be declared and paid in equal amounts per share and at the same time on all Non-Voting Common Shares and Common Shares issued and outstanding without preference or distinction.

2. Non-Voting Rights

Except as required by law, the holders of the Non-Voting Common Shares as a class shall not be entitled as such to vote at any meeting of the shareholders of the Corporation. The holders of the Non-Voting Common Shares shall be entitled to receive notice of and to attend meetings of holders of voting shares of the Corporation except meetings at which only holders of a specified class of shares are entitled to vote.

The holders of Non-Voting Common Shares shall not be entitled to vote separately as a class, and shall not be entitled to dissent, upon a proposal to amend the articles to:

- (a) increase or decrease any maximum number of authorized Non-Voting Common Shares resulting from a subdivision or consolidation respectively;
- (b) increase any maximum number of authorized shares of a class or series of a class having rights or privileges equal or superior to the Non-Voting Common Shares;
- (c) effect an exchange, reclassification or cancellation of the Non-Voting Common Shares; or
- (d) create a new class or series of a class of shares equal or superior to the Non-Voting Common Shares,

unless the holders of Non-Voting Common Shares are being affected by such amendment in a manner differently from the holders of Common Shares.

3. Parity on Liquidation and Dissolution

In the event of a liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, all of the property and assets of the Corporation available for distribution to the holders of the Non-Voting Common Shares and the holders of the Common Shares shall be paid or distributed equally, share for share, to the holders of the Non-Voting Common Shares and the holders of the Common Shares, respectively, without preference or distinction.

4. Equality of Shares

Except as provided for herein, each Non-Voting Common Share and each Common Share shall have the same rights and attributes and be the same in all respects. Upon any consolidation, subdivision, exchange, reclassification or cancellation of the Common Shares, an equivalent consolidation, subdivision, exchange, reclassification or cancellation shall be made to the Non-Voting Common Shares to preserve the equivalence of such classes of shares provided for herein.

5. Conversion of Non-Voting Common Shares into Common Shares

The Non-Voting Common Shares, or any of them, may, upon and subject to the terms and conditions hereinafter set forth, be converted at any time by the holder or holders thereof into fully paid Common Shares of the Corporation as the same shall be constituted at the time of conversion on the basis of one (1) Common Share as presently constituted for one (1) Non-Voting Common Share; provided, however, that in the event of liquidation, dissolution or winding-up of the Corporation, such right of conversion shall cease and expire at noon on the business day next preceding the date of such liquidation, dissolution or winding up.

A holder of Non-Voting Common Shares desiring to convert such shares into Common Shares in accordance with the foregoing shall surrender the certificate or certificates representing the Non-Voting Common Shares to be converted to the registered office of the Corporation, accompanied by a request in writing for such conversion with the holder's signature thereon verified, and any other documentation as the directors of the Corporation may from time to time require, and thereupon there shall be issued to such holder by the Corporation, as fully paid and non-assessable, the number of Common Shares to which the holder is entitled to upon such conversion. Any such conversion of Non-Voting Common Shares into Common Shares shall be deemed to occur on the date such certificate, request in writing and other documentation is delivered to the registered office of the Corporation. The holder shall pay any governmental or other tax imposed on or in respect of such conversion. If only a part of the Non-Voting Common Shares represented by any certificate is to be converted, a new certificate for the balance of the Non-Voting Common Shares held by such shareholder shall be issued by the Corporation.

6. Automatic Conversion of Non-Voting Common Shares Upon Transfer

If, at any time, a holder of Non-Voting Common Shares transfers all or a portion of the Non-Voting Common Shares held by such holder, the shares being transferred shall be automatically converted upon such transfer into fully paid Common Shares of the Corporation on the basis of one Common Share for each Non-Voting Common Share simultaneously upon the completion of such transfer, without any further action by the Corporation or any other person, so that the transferee will be a holder of Common Shares in equal number to the Non-Voting Common Shares transferred by the transferor.

Following the transfer, the transferee shall surrender to the registered office of the Corporation the certificate or certificates representing the Non-Voting Common Shares transferred by the transferor, accompanied by written evidence of the transfer, as the directors of the Corporation may from time to time require. Upon such surrender, a new share certificate representing an equal number of Common Shares shall be issued to the transferee. If only a part of the Non-Voting Common Shares represented by a certificate were transferred, a new share certificate representing the number of Common Shares received by the transferee shall be issued by the Corporation. In addition, the Corporation shall issue to the transferor a new share certificate representing the portion of Non-Voting Common Shares evidenced by the original certificate which were not transferred by the transferor.

Schedule "B"

Other Provisions

1. Without limit to the powers of the Board of Directors as set out in the Canada Business Corporations Act (the "Act"), the Board of Directors may from time to time on behalf of the Corporation:
 - (i) borrow money upon the credit of the Corporation;
 - (ii) issue, re-issue, sell or pledge debt obligations of the Corporation;
 - (iii) to the extent permitted by the Act, give, directly or indirectly, financial assistance to any person by means of a loan, a guarantee to secure the performance of an obligation or otherwise; and
 - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation.

The Board of Directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the Board of Directors all or any of the powers conferred on the board of directors in relation to the foregoing by this paragraph or by the Act to such extent and in such manner as the Board of Directors shall determine at the time of each such delegation. Nothing in this paragraph limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

2. The directors of the Corporation may appoint one or more directors who shall hold office for a term expiring not later than the close of the next annual meeting of the Corporation, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of the Corporation.