

Delaware

The First State

Filed
Date Filed: 07/05/2005
Effective Date: 07/05/2005
P. Business ID: 486470
William M. Gardner
Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CONAGRA FOODS REFRIGERATED FOODS CO., INC.", A DELAWARE CORPORATION,

WITH AND INTO "CONAGRA FOODS PACKAGED FOODS COMPANY, INC." UNDER THE NAME OF "CONAGRA FOODS PACKAGED FOODS COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 2004, AT 3:15 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2004, AT 11:59 O'CLOCK P.M.

State of New Hampshire
Mergers - Corporations 2 Page(s)



Windsor
f State

3808548 8330

AUTHENTICATION: 3830175

050326533

DATE: 04-22-05

Delaware

PAGE 1

The First State

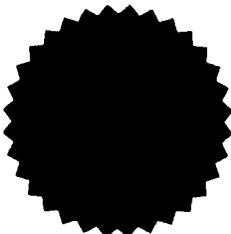
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CONAGRA FOODS REFRIGERATED FOODS CO., INC.", A DELAWARE CORPORATION,

WITH AND INTO "CONAGRA FOODS PACKAGED FOODS COMPANY, INC." UNDER THE NAME OF "CONAGRA FOODS PACKAGED FOODS COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 2004, AT 3:15 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2004, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3808548 8330

AUTHENTICATION: 3830177

050326533

DATE: 04-22-05