F98000005927

DEAN FOODS COMPANY

December 1, 1998

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

> Re: BDI Acquisition Co.

Dear Sir or Madam:

Enclosed please find a completed Application for Amended Certificate of Authority, a certified copy of the name change to Barber Dairies, Inc. and check no. 101403 in the amount of \$35.00 for the filing fee. Please notify me in writing when this filing has been completed.

If you have any questions or need any additional information, please feel free to contact me.

Very truly yours,

DEAN FOODS COMPANY

un M. Krause

Ann M. Krause

Legal Department

/amk **Enclosures**



December 31, 1998

Florida Department of State **Division of Corporations** P.O. Box 6327 Tallahassee, FL 32314

Attn: Doug Spitler

Document Specialist

Re: BDI Acquisition Co.

Ref. No.: F98000005927

Dear Mr. Spitler:

Would you please try to refile our documents for the designated name change for the above-referenced company. According to the attorney for the other company, they have now completed a filing changing their name so that Barber Dairies, Inc. is now available to us.

If you have any questions or need any additional information, please feel free to call me at (847) 233-5455.

Thank you for your assistance.

Rec Jon 4 1999

Very truly yours,

DEAN FOODS COMPANY

Inn m trause

Ann M. Krause Legal Department

/amk

Enclosures

DEAN FOODS COMPANY 3600 N. RIVER ROAD FRANKLIN PARK, IL 60131-2185 (847) 678-1680



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 15, 1998

RECEIVED

DEC 21 1998

DEAN FOODS
LEGAL DEPT.

DEAN FOODS COMPANY ATTN: ANN M. KRAUSE 3600 NORTH RIVER ROAD FRANKLIN PARK, IL 60131-2185

SUBJECT: BDI ACQUISITION CO. Ref. Number: F98000005927

We have received your document for BDI ACQUISITION CO. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler Document Specialist

Letter Number: 498A00059028

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-3 must be co	mpleted)					
1. BDI Acquisition Co.						
Name of corporation as it a	appears with	in the records of t	he Depar	tment	of St	ate.
2. Incorporated under laws of:	Delaware	-	-			·
					99	
3. Date authorized to do busines	s in Florida: _	10/23/98		27	A	5.5
				SSI	_	**************************************
CECTION II /4 7 commists of	salur tha an	nligable chane	roe)		3	
SECTION II (4-7 complete o	nny me ap	piicable chang	jes,	101. 11.S	11:2	
					6	
4. If the amendment changes effected under the laws of its juris	the name of	of the corporation?	n, when	was t	the o	hange
effected under the laws of its juits	SCHOOL OF HIS	Corporations				
October 22, 1998						
5. Name of corporation after the	amendment	r. adding suffix "o	corporatio	on." "cc	admo	nv," "in
corporated," or appropriate abbr	eviation, if n	ot contained in ne	ew name	of the	corp	oration
De de la Defete de				_		
Barber Dairies, Inc.			-			
6. If the amendment changes the	period of du	ıration, indicate n	ew perio	d of du	ratio	n.
N/A						
7. If the amendment changes the	iurisdiction	ofincorporation	indicate r	new iur	isdic	tion.
7. If the afficiliant changes the	gunsalonom	ormoorporation,	illaroato.	,		••
N/A						
- 1 21	1					
Eve A Blancho	rd	November				
Signature Name and Title			Date			

(FLA.- 2251 - 3/19/93)

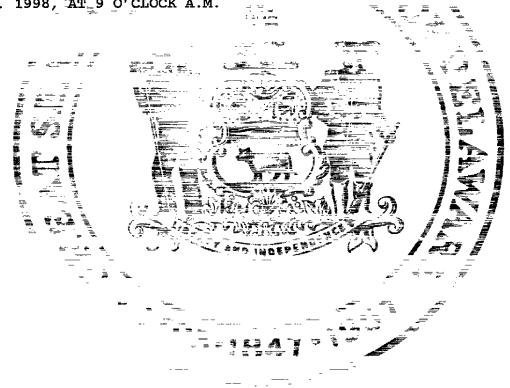
Eric A. Blanchard, Secretary

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF AMENDMENT OF "BDI ACQUISITION CO.",
CHANGING ITS NAME FROM "BDI ACQUISITION CO." TO "BARBER DAIRIES,
INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF OCTOBER,
A.D. 1998, AT 9 O'CLOCK A.M.



Edward J. Freel, Secretary of State

DATE:

9410150

AUTHENTICATION:

11-17-98

2845808 8100

981439042

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 10/22/1998 981408953 - 2845808

STATE OF DELAWARE

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF BDI ACQUISITION CO.

BDI Acquisition Co., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, (the "Corporation"), DOES HEREBY CERTIFY:

FIRST:

That the Board of Directors of the Corporation by the unanimous written consent of its members, filed with the minutes of the board, duly adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"The name of the corporation is Barber Dairies, Inc. (hereinafter called the "Corporation")."

SECOND:

That thereafter, the amendment was approved by written consent of the

Corporation's sole shareholder.

THIRD:

That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH:

That the capital of said Corporation shall not be reduced under or by reason

of said amendment.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed by William R. McManaman, Vice President, and an Authorized Officer of the Corporation, this 20th day of October, 1998.

BDI ACQUISITION CO.

William R. McManaman, Vice President

NOTARY PUBLIC, STATE OF ILLINON

SUBSCRIBED and SWORN to before me this 20th day of October, 1998.

MY COMMISSION EXPIRES:02/25/99

Notary Public - My Commission Expires 2/26/99

inc/artamend.