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503712

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

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State

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CORPORATION(S) NAME

Diana Foods, Inc. (FL)

merging into

Diana Foods, Inc. (DE)

300002042043--3

-12/31/96--01046--023

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ARTICLES OF MERGER
OF
DIANA FOODS, INC.,
A FLORIDA CORPORATION

INTO

DIANA FOODS, INC.,
A DELAWARE CORPORATION

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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following Articles of Merger:

FIRST: Diana Foods, Inc. is a corporation organized under the laws of the State of Delaware (the "Corporation") owning all of the outstanding shares of each class of the capital stock of Diana Foods, Inc., a corporation organized under the laws of the State of Florida ("Diana Florida").

SECOND: The following Plan of Merger was adopted by the board of directors of the Corporation on December 19, 1996:

Section 1. The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Diana Foods, Inc.	Delaware
Diana Foods, Inc.	Florida

Section 2. Diana Foods, Inc., a corporation organized under the laws of Florida ("Diana Florida"), shall be merged with and into Diana Foods, Inc., a corporation organized under the laws of Delaware (the "Corporation"), the Corporation shall remain as the surviving corporation (the "Surviving Corporation") and the separate existence of Diana Florida shall cease (the "Merger").

Section 3. Each issued and outstanding share of common stock, no par value, of Diana Florida held by the Corporation or in treasury shall, at the time of the Merger, be cancelled and cease to exist.


Section 4. Each issued and outstanding share of common stock, no par value, of the Corporation shall, following the Merger, remain outstanding and continue to represent one share of common stock, no par value, of the Surviving Corporation.

THIRD: The merger of Diana Florida with and into the Corporation (the "Merger") shall be effective upon the filing of this Certificate of Merger.


FOURTH: Shareholder approval of the Merger is not required under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Corporation and Diana
Florida each have caused this Articles of Merger to be
executed in their respective corporate names as of this
20th day of December, 1996.

DIANA FOODS, INC.,
A FLORIDA CORPORATION

By: 
Joseph A. Unanue
Chairman

DIANA FOODS, INC.,
A DELAWARE CORPORATION

By: 
Joseph A. Unanue
Chairman

503712

ARTICLES OF MERGER
Merger Sheet

MERGING:

DIANA FOODS, INC., a Florida corporation, document number 503712

INTO

DIANA FOODS, INC.. a Delaware corporation not qualified in Florida

File date: December 23, 1996

Corporate Specialist: Karen Gibson