

843711

 **agrILINK FOODS**

A processing and marketing cooperative

June 3, 1998

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Curtice Burns Foods, Inc.
Letter Number #098A00029646

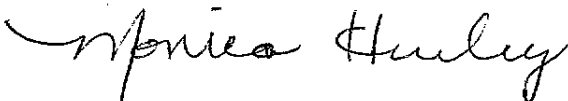
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*****35.00 *****35.00

Dear Sir or Madam,

Enclosed please find our application for our name change from Curtice-Burns Foods, Inc. to Agrilink Foods, Inc. along with the filing fee of \$35.00. We are also returning our annual report which was returned to our offices due to the name change. Please accept both filings for processing.

If you have any questions please contact me at (716) 264-3179.

Sincerely yours,



Monica Hurley
Tax Accountant

RECEIVED
90 JUN 12 AM 8:20
DIVISION OF CORPORATIONS

FILED STATE
SECRETARY OF CORPORATIONS
98 JUN 15 PM 12:20

Verified
amend filed
with NY S.O.S.
6/19/98

NIC Amend
30 6/19/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 27, 1998

CURTICE-BURNS FOODS, INC.
90 LINDEN PLACE
P.O. BOX 681
ROCHESTER, NY 14603

SUBJECT: CURTICE-BURNS FOODS, INC.
Ref. Number: 843711

Please be advised, we have received your document for the above corporation; however, the document **has not been filed** and is being returned for the following:

The records of the Division of Corporations do not reflect a name change has been filed for this corporation as indicated on the enclosed annual report. This report cannot be filed under the new name until an amendment has been filed. For your convenience, enclosed are the instructions and/or forms to change the name. Please return the amendment and annual report together to the address indicated.

The amendment filing fee is \$35.

TO AVOID THE \$400.00 LATE FEE, PLEASE RETURN THE CORRECTED REPORT TO THIS OFFICE WITHIN 30 DAYS OF THE DATE OF THIS LETTER.

After the corrections have been made, please return the report to: Division of Corporations, P.O. Box 1500, Tallahassee, Florida 32302-1500 within 30 days from the date of this letter.

If you have additional questions or need further assistance, please call the Division of Corporations at (850) 488-9000.

ANNUAL REPORT SECTION

Letter number: 098A00029646

/gw

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. CURTICE-BURNS FOODS, INC.
Name of corporation as it appears on the records of the Department of State.
2. NEW YORK 3. 7/17/79
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 9/12/97
5. AGRILINK FOODS, INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Timothy Benjamin
Signature

Timothy Benjamin
Typed or printed name

6-12-98
Date

VP of Tax
Title

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN 15 PM 12:20

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
CURTICE-BURNS FOODS, INC.

Under Section 805 of the Business Corporation Law

The undersigned, being respectively the President and Secretary of CURTICE-BURNS FOODS, INC. (the "Corporation"), hereby certify:

1. The name of the Corporation is CURTICE-BURNS FOODS, INC. The name under which it was formed is CURTICE-BURNS, INC.

2. The Certificate of Incorporation was filed by the Department of State on January 16, 1961.

3. The Certificate of Incorporation, as now in full force and effect, is hereby amended to effect the following change as authorized by Section 801 of the Business Corporation Law:


To change the name of the Corporation from CURTICE-BURNS FOODS, INC. to AGRILINK FOODS, INC. The Paragraph designated "1" in the Certificate of Incorporation is hereby amended to read in its entirety as follows:

1. The name of the corporation is AGRILINK FOODS, INC.

4. This Amendment to the Certificate of Incorporation was authorized by vote of the Board of Directors followed by vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of Shareholders.

IN WITNESS WHEREOF, we have signed this Certificate of Amendment this 12 day of SEPTEMBER, 1997 and hereby affirm the truth of the statements contained herein under penalty of perjury.


Dennis M. Mullen, President


William D. Rice, Secretary