

F03000000 697

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## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Del Monte Corporation

Name of Corporation

**DOCUMENT NUMBER:** F03000000697

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Nancy Krystal**

Name of Contact Person

**Big Heart Pet Brands**

Firm/Company

**One Maritime Plaza**

Address

**San Francisco, CA 94111**

City/State and Zip Code

**nancy.krystal@bigheartpet.com**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Nancy Krystal**

at

**415**

**987-3794**

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 9, 2014

NANCY KRYSTAL  
ONE MARITIME PLAZA  
SAN FRANCISCO, CA 94111

SUBJECT: DEL MONTE CORPORATION  
Ref. Number: F03000000697

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

This is a Foreign Corporation not a Florida Corporation. The document you sent in is not correct. I am sending you the correct document to file.

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) 245-6050.

Tracy L Lemieux  
Regulatory Specialist II

Letter Number: 014A00007640

**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)**

F03000000697

(Document number of corporation (if known))

1. Del Monte Corporation  
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 2/10/2003  
(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? 2/18/2014

5. Big Heart Pet Brands Incorporated  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Bettina W. Yip  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Bettina W. Yip

(Typed or printed name of person signing)

Assistant Corporate Secretary

(Title of person signing)

# Delaware

PAGE 1

*The First State*

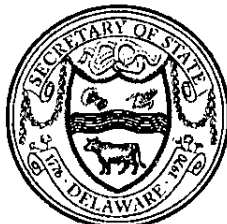
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DEL MONTE CORPORATION", CHANGING ITS NAME FROM "DEL MONTE CORPORATION" TO "BIG HEART PET BRANDS", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF FEBRUARY, A.D. 2014, AT 4 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3532840 8100

140192030

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1141649

DATE: 02-18-14

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:14 PM 02/18/2014  
FILED 04:00 PM 02/18/2014  
SRV 140192030 - 3532840 FILE

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
DEL MONTE CORPORATION**

Del Monte Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify:

1. That by unanimous written consent of the Board of Directors of the Corporation, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Board hereby declares it advisable and in the best interests of the Corporation that the Certificate of Incorporation of the Corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation is "Big Heart Pet Brands"."


2. That thereafter, pursuant to resolution of its Board of Directors, a unanimous written consent of the stockholders of the Corporation was passed in accordance with Section 228 of the General Corporation Law of the State of Delaware, in which consent the necessary number of shares as required by statute approved the amendment.

3. This Certificate of Amendment, which amends the Certificate of Incorporation, was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

4. This Certificate of Amendment shall be effective as of the date of its filing with the Secretary of State of the State of Delaware.

*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, the undersigned, as a duly authorized officer of the Corporation, has executed this Certificate of Amendment on February 18 2014.

A handwritten signature in black ink, appearing to read 'T. Ernst', written over a horizontal line.

By:

Name: Timothy S. Ernst

Title: Vice President, General Counsel  
and Secretary