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From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850)521-1000
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EFFECTIVE DATE
09-26-04

MERGER OR SHARE EXCHANGE

CONAGRA FOODS REFRIGERATED FOODS CO., INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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Merger
09/27/04
DC

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ARTICLES OF MERGER

OF

TROPMI IMPORT CO.

AND

CONAGRA FOODS PACKAGED FOODS COMPANY, INC.

To the Department of State
State of Florida

EFFECTIVE DATE
09-26-04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Tropmi Import Co. with and into ConAgra Foods Packaged Foods Company, Inc. as approved by the Board of Directors of Tropmi Import Co. on September 22, 2004 and as approved by the Board of Directors of ConAgra Foods Packaged Foods Company, Inc. on September 22, 2004.

2. The merger of Tropmi Import Co. with and into ConAgra Foods Packaged Foods Company, Inc. is permitted by the laws of the jurisdiction of organization of ConAgra Foods Packaged Foods Company, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of ConAgra Foods Packaged Foods Company, Inc. was September 22, 2004.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be at 11:59 p.m. Central time on September 26, 2004.

Executed on September 23, 2004.

TROPMI IMPORT CO.

CONAGRA FOODS PACKAGED FOODS
COMPANY, INC.

By: Debra L. Keith
Debra L. Keith, Vice President, Tax

By: Debra L. Keith
Debra L. Keith, Vice President, Tax

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PLAN OF MERGER

"1. ConAgra Foods Packaged Foods Company, Inc., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Tropmi Import Co., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Tropmi Import Co. into ConAgra Foods Packaged Foods Company, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of ConAgra Foods Packaged Foods Company, Inc.

2. The separate existence of Tropmi Import Co. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and ConAgra Foods Packaged Foods Company, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of Tropmi Import Co. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of ConAgra Foods Packaged Foods Company, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

5. The merger shall be effective as of 11:59 p.m. Central time on September 26, 2004."

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