

F.94000006064



ACCOUNT NO. : 072100000032

REFERENCE : 399784 4305223

AUTHORIZATION :

COST LIMIT : \$ 35.00 *Patricia Pigato*

ORDER DATE : August 7, 2001

ORDER TIME : 3:31 PM

ORDER NO. : 399784-010

CUSTOMER NO: 4305223

CUSTOMER: Rhonda K. Lytle, Legal Asst
Mcgrath, North, Mullin &
One Central Park Plaza
Suite 1400
Omaha, NE 68102

FILED
01 AUG -9 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

400004527944--1

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 AUG -9 PM 4:41

NOT INTENDED
FOR ACKNOWLEDGE
PRO EFFICIENCY OF FILING

NAME:

BEATRICE GROUP, INC.

PROFIT
NON-PROFIT

NC
8-10-01
MS

CORPORATE
LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER: _____

(Pursuant to s. 607.1504, F.S.)

(1-3 MUST BE COMPLETED)

Name of corporation as it appears on the records of the Department of State.

Incorporated under laws of

Date authorized to do business in Florida

(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

its jurisdiction of incorporation? March 8, 2001

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

New Duration

New Jurisdiction

Signature _____

Date _____

Typed or printed name

Title

FILED
01 AUG -9 PM 4:37
CLERK OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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 "BEATRICE GROUP, INC.", CHANGING ITS NAME FROM "BEATRICE GROUP, INC." TO "CONAGRA DAIRY FOODS COMPANY", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MARCH, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2086168 8100

AUTHENTICATION: 1282006

010383374

DATE: 08-07-01

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BEATRICE GROUP, INC.

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation (hereinafter called the "corporation") is **BEATRICE GROUP, INC.**

2. The Certificate of Incorporation of the corporation is hereby amended by striking out the first article of the Certificate of Incorporation and by substituting in lieu of said first article in the following new first article:

FIRST: The name of the corporation is **CONAGRA DAIRY FOODS COMPANY.**

3. The Amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Dated March 5, 2001.

BEATRICE GROUP, INC.

By: Debra R. Keith
Debra Keith, Vice President-Tax