F98000005927

DEAN FOODS COMPANY

December 1, 1998

100002704301--6
-12/07/98--01061--002
*****35.00 *****35.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: BDI Acquisition Co.

Dear Sir or Madam:

Enclosed please find a completed Application for Amended Certificate of Authority, a certified copy of the name change to Barber Dairies, Inc. and check no. 101403 in the amount of $35.00 for the filing fee. Please notify me in writing when this filing has been completed.

If you have any questions or need any additional information, please feel free to contact me.

Very truly yours,

DEAN FOODS COMPANY

Ann M. Krause

Ann M. Krause
Legal Department

/amk
Enclosures

With 1-6-99 DHS

FILED
99 JAN -4 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATE OFFICES
DEAN FOODS COMPANY
3600 N. RIVER ROAD
FRANKLIN PARK, IL 60131-2185
(847) 678-1680

DEAN FOODS COMPANY

December 31, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
99 JAN -4 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attn: Doug Spitler
Document Specialist

Re: BDI Acquisition Co.
Ref. No.: F98000005927

Dear Mr. Spitler:

Would you please try to refile our documents for the designated name change for the above-referenced company. According to the attorney for the other company, they have now completed a filing changing their name so that Barber Dairies, Inc. is now available to us.

If you have any questions or need any additional information, please feel free to call me at (847) 233-5455.

Thank you for your assistance.

Rec Jan 4 1999
8:56 AM

Very truly yours,

DEAN FOODS COMPANY

Ann M. Krause

Ann M. Krause
Legal Department

/amk
Enclosures

CORPORATE OFFICES
DEAN FOODS COMPANY
3600 N. RIVER ROAD
FRANKLIN PARK, IL 60131-2185
(847) 678-1680

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
DEC 21 1998
DEAN FOODS
LEGAL DEPT.

December 15, 1998

DEAN FOODS COMPANY
ATTN: ANN M. KRAUSE
3600 NORTH RIVER ROAD
FRANKLIN PARK, IL 60131-2185

SUBJECT: BDI ACQUISITION CO.
Ref. Number: F98000005927

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

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 498A00059028

FILED
99 JAN -4 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-3 must be completed)

1. BDI Acquisition Co.
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: 10/23/98

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99 JAN -4 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, 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?

October 22, 1998

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

Barber Dairies, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

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

N/A

Eric A Blanchard
Signature
Name and Title
Eric A. Blanchard, Secretary

November 17, 1998
Date

(FLA.- 2251 - 3/19/93)
CT SYSTEM

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, 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 "BDI ACQUISITION CO.", CHANGING ITS NAME FROM "BDI ACQUISITION CO." TO "BARBER DAIRIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 1998, AT 9 O'CLOCK A.M.

Edward J. Freel, Secretary of State

2845808 8100

981439042

AUTHENTICATION: 9410150

DATE: 11-17-98

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/22/1998
981408953 – 2845808

STATE OF DELAWARE

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF BDI ACQUISITION CO.

BDI Acquisition Co., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation by the unanimous written consent of its members, filed with the minutes of the board, duly adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered "**FIRST**" so that, as amended, said Article shall be and read as follows:

"The name of the corporation is **Barber Dairies, Inc.** (hereinafter called the "Corporation")."

SECOND: That thereafter, the amendment was approved by written consent of the Corporation's sole shareholder.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said Corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed by William R. McManaman, Vice President, and an Authorized Officer of the Corporation, this 20th day of October, 1998.

BDI ACQUISITION CO.

William R. McManaman

William R. McManaman, Vice President

SUBSCRIBED and SWORN to before me this 20th day of October, 1998.

OFFICIAL SEAL
BETTY J ZABRATANSKI
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES:02/26/99

Betty J. Zabratanski

Betty J. Zabratanski, Notary Public - My Commission Expires 2/26/99

inc/artamend.