

State of Delaware
Office of the Secretary of State PAGE 1

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 "HUNT-WESSON, INC.", CHANGING ITS NAME FROM "HUNT-WESSON, INC." TO "CONAGRA GROCERY PRODUCTS COMPANY", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JULY, A.D. 1999, AT 9:01 O'CLOCK A.M.

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



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9874484

DATE: 07-20-99

PATENT
REEL: 012145 FRAME: 0585

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
HUNT-WESSON, INC.

Hunt-Wesson, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted the following resolution:

RESOLVED, That the Board of Directors hereby declares it advisable and in the best interest of the Company that Article FIRST of the Certificate of Incorporation be amended to read as follows:

FIRST: The name of this Corporation shall be ConAgra Grocery Products Company.

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Hunt-Wesson, Inc. has caused this certificate to be signed by Raymond De Riggi, its President this 8th day of June, 1999.

HUNT-WESSON, INC.

By: Raymond De Riggi
Raymond De Riggi, President