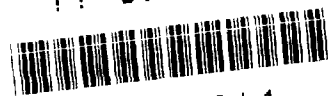


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3. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): ConAgra, Inc. (Delaware corporation) Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: ConAgra Foods, Inc. Internal Address: Street Address: One ConAgra Drive City: Omaha State: NE Zip: 68102 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: 09/28/2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2130632 and 2130634 Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 2

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Patrick C. Stephenson Internal Address: McGrath, North, Mullin & Kratz, P.C. Street Address: 222 South 15th Street, Suite 1400 City: Omaha State: NE Zip: 68102

7. Total fee (37 CFR 3.41): \$ 65.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Patrick C. Stephenson Name of Person Signing Signature Date 10/28/02 Total number of pages including cover sheet, attachments, and document.

11/06/2002 LMUELLER 00000231 2130632 01 FC:8521 40.00 OP 02 FC:8522 25.00 OP

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002611 FRAME: 0856

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 "CONAGRA, INC.", CHANGING ITS NAME FROM "CONAGRA, INC." TO "CONAGRA FOODS, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2000, AT 5 O'CLOCK P.M.



0818944 8100

001493987

Handwritten signature of Edward J. Freel in black ink.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0707784

DATE: 09-29-00

FILED 03:00 PM 09/29/2000
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TRADEMARK
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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CONAGRA, INC.

CONAGRA, 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 at a meeting of the Board of Directors of CONAGRA, INC., a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and submitting said amendment to 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 of Directors declare it advisable that ARTICLE I of the Certificate of Incorporation entitled ‘NAME’ be amended to read as follows to reflect a change in this corporation’s name:

‘ARTICLE I

NAME

The name of the Corporation shall be ConAgra Foods, Inc.’

RESOLVED FURTHER, that such amendment be submitted to the stockholders of this corporation for approval at the annual meeting of the stockholders to be held on September 28, 2000; and

RESOLVED FURTHER, that if and when the stockholders holding the majority of the outstanding common stock of this corporation have voted in favor of such amendment, the Chief Executive Officer or a Vice President, and the Secretary or an Assistant Secretary, of this corporation are hereby authorized and directed to make, under the seal of this corporation, a certificate setting forth such amendment, and certifying that such amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, as amended, and to file such certificate in the office of the Secretary of State of the State of Delaware, and such other offices as are appropriate.”

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:00 PM 09/28/2000
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SECOND: That thereafter, pursuant to resolution of its Board of Directors, an annual meeting of the shareholders of said corporation was duly called and held, upon notice in accordance with Sections 222 and 242 of the General Corporation Law of the State of Delaware on September 28, 2000 at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

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.

IN WITNESS WHEREOF, said CONAGRA, INC. has caused this Certificate to be signed by BRUCE C. ROHDE, its Chief Executive Officer, and attested to by JAMES P. O'DONNELL, its Corporate Secretary, this 28th day of September, 2000.


CONAGRA, INC.



By:

BRUCE C. ROHDE
Chief Executive Officer

ATTEST:



JAMES P. O'DONNELL
Corporate Secretary