

and qualified.

Item 6. The following shall be officers of the Consolidated Corporation to hold office until the first annual meeting of stockholders, and until their successors shall be elected and qualified, and each shall hold the office set forth following his name:

R. L. Latzer	President
L. A. Ballew	Vice-President
C. H. Reynolds	Secretary-Treasurer
R. O. Jenkins	Assistant Secretary - Assistant Treasurer
L. H. Cassmayr	Assistant Secretary - Assistant Treasurer
T. K. Happal, Jr.	Assistant Secretary - Assistant Treasurer

Item 7. As soon as convenient after the effective date of the consolidation herein provided for, the Board of Directors of the Consolidated Corporation shall meet for the purpose of adopting a code of Bylaws for the corporation.

Section D

Manner of Converting Shares of Each of the Constituent Corporations into Shares of the Consolidated Corporation

Item 1. On or after the effective date hereof, shareholders of each of the constituent corporations shall present their certificates for exchange of their present shares for shares of the Consolidated Corporation and upon surrender of said certificates they shall be entitled to and there shall be issued to them certificates representing stock of the Consolidated Corporation, in the amount equal to the number of shares of the constituent corporations represented by the surrendered certificates.

Section E

Statement of Certificate of Incorporation of the Consolidated Corporation

The Certificate of Incorporation of Pot Dairy Products Company, the corpor-