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ARTICLES AND AGREEMENT OF CONSOLIDATION OF
 * PET DAIRY PRODUCTS COMPANY, A DELAWARE CORPORATION;
 PET DAIRY PRODUCTS COMPANY, A TENNESSEE CORPORATION;
 AND
 PET DAIRY PRODUCTS COMPANY, A WISCONSIN CORPORATION

These Articles of Consolidation and the Agreement of Consolidation herein contained, executed on the dates set opposite the respective signatures of the parties, executed by and between Pet Dairy Products Company, a Delaware Corporation, Party of the First Part; Pet Dairy Products Company, a Tennessee Corporation, Party of the Second Part; and Pet Dairy Products Company, a Wisconsin Corporation, Party of the Third Part, sometimes hereinafter referred to as the "constituent corporations".

Witnesseth That:

The parties being desirous to consolidate into the constituent corporation organized and existing under the laws of the State of Delaware, and known as Pet Dairy Products Company, hereinafter sometimes called the "Consolidated Corporation", have caused the Agreement of Consolidation set forth in Article I hereof to be executed by their respective Boards of Directors and at meetings of their respective Boards of Directors and Stockholders duly held in accordance with the laws of the states in which they respectively are incorporated, namely the states of Delaware, Tennessee, and Wisconsin, have duly adopted the same as provided by law and have caused the same thereafter to be executed by their respective officers and have caused these presents to be duly executed by their respective officers as evidence of the adoption of said plan and Agreement of Consolidation and for the purpose of filing and recording according to law.

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