

duly certified by said Secretary of State of the State of Delaware in the Recorder's office for the County of Kent in the State of Delaware; the filing of another counterpart of the said Articles of Consolidation in the office of the Secretary of State of Tennessee and recording the same in the office of the Register of Washington County, Tennessee; and the filing of another counterpart of the said Articles in the office of the Secretary of State of Wisconsin and recording of a duplicate of said Articles duly marked filed by the Secretary of State of Wisconsin in the Recorder's office of Waukesha County, Wisconsin and of Dane County, Wisconsin; this Agreement of Consolidation shall become effective and Pet Dairy Products Company, a Delaware Corporation; Pet Dairy Products Company, a Tennessee Corporation; and Pet Dairy Products Company, a Wisconsin Corporation, hereinafter referred to as the constituent corporations, shall be consolidated and form and constitute one corporation, namely Pet Dairy Products Company, which corporation is a corporation organized and existing under and governed by the laws of the State of Delaware, and the said constituent corporations shall cease to exist.

Item 2. Holders of stock of the constituent corporations shall receive one share of capital stock in the Consolidated Company for each share of stock of the said constituent corporations held by them.

Item 3. All rights, interests, powers and privileges of whatsoever nature, including all property (real, personal and mixed), all debts due on whatever account, all contracts, liens, patents, trademarks, trade names and goodwill, and all corporate powers and franchises, now belonging or due to the constituent corporations, shall be taken and deemed to be transferred to and vested in the Consolidated Corporation, without further act, deed, transfer or assignment being required. All acts, deeds, transfers and assignments hereinafter provided for shall be solely confirmatory in nature, and for the purpose of separate exhibition and recording.

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