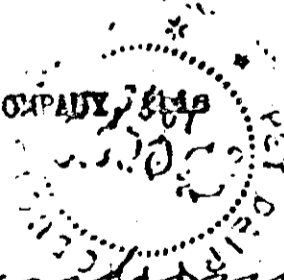


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CERTIFICATE OF ASSISTANT SECRETARY
OF
PET DAIRY PRODUCTS COMPANY
a Tennessee Corporation

I, R.O. JENKINS, Assistant Secretary of PET DAIRY PRODUCTS COMPANY, a Tennessee corporation, HEREBY CERTIFY, as such Assistant Secretary and under the seal of said corporation, that the Articles and Agreement of Consolidation on which this certificate is made, after having been first duly signed by a majority of the directors of said corporation and by a majority of the directors of PET DAIRY PRODUCTS COMPANY, a Delaware Corporation, and PET DAIRY PRODUCTS COMPANY, a Wisconsin Corporation, was duly submitted to the shareholders of PET DAIRY PRODUCTS COMPANY, the Tennessee Corporation, at a special meeting of said shareholders held separately pursuant to a waiver of notice of a special meeting for the purpose of considering and voting upon said Articles and Agreement of Consolidation on the 28th day of April, 1952, that at said special meeting the votes of shareholders of said PET DAIRY PRODUCTS COMPANY, representing more than two-thirds of the total number of shares of its outstanding capital stock (each share entitling the holder thereof to one vote) were cast by ballot in favor of the adoption of said Articles and Agreement of Consolidation.

WITNESS my hand and the seal of said PET DAIRY PRODUCTS COMPANY, this 28th day of April, 1952.


R.O. Jenkins
Assistant Secretary

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