

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH,  
OF  
MENDON FOODS CORP.**

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-12 of the General Laws, 1956, as  
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation.)  
amended, the undersigned corporation, organized under the laws of the State of  
Rhode Island, submits the following statement for the purpose of changing its  
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is MENDON FOODS CORP.

SECOND: The address of its present registered office is

1536 Westminister Street, Providence, RI 02909

THIRD: The address to which its registered office is to be changed is

10 Dorrance Street, Providence, RI 02903

FOURTH: The name of its present registered agent is

L. Neil LeRoy

FIFTH: The name of its successor registered agent is

Grafton H. Willey, III

SIXTH: The address of its registered office and the address of the business office of  
its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of  
directors.

Dated June 8/9, 1994

MENDON FOODS CORP.

By

Edward A. Carosi

Its Vice President

STATE OF RHODE ISLAND

COUNTY OF KENT

} Sc.

At Warwick in said county on this 31st day  
of June/August, 1994, personally appeared before me  
Edward A. Carosi, who, being by me first duly sworn, declared that he  
is the Vice President of MENDON FOODS CORP.  
that he signed the foregoing document as Vice President of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

*Man Begam P...*  
Notary Public  
Comm Exp 6/27/95

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