

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
CONAGRA, INC.

CONAGRA, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That at a meeting of the Board of Directors of CONAGRA, INC., resolutions were duly adopted setting forth proposed amendments to the Certificate of Incorporation of said corporation declaring said amendments to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolutions setting forth the proposed amendments are as follows:

"RESOLVED, that the second sentence of ARTICLE VII, Paragraph (a), of the Certificate of Incorporation of the corporation be amended to read:

*The number of directors of the corporation, not less than nine (9) nor more than sixteen (16), shall be fixed from time to time by the By-Laws.*

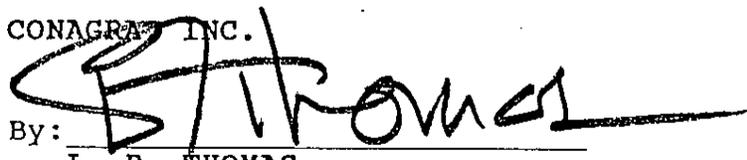
"RESOLVED, that the first paragraph of ARTICLE IV of the Certificate of Incorporation entitled "AUTHORIZED SHARES" be amended in accordance with Exhibit "A" attached hereto to reflect an increase in the total number of shares which this corporation shall have authority to issue from 604,000,000 shares to 618,050,000 shares by increasing the authorized Class E Preferred Stock without par value from 2,500,000 shares to 16,550,000 shares."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, an annual meeting of the shareholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware on September 26, 1991 at which meeting the necessary number of shares as required by statute were voted in favor of the amendments.

THIRD: That said amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said CONAGRA, INC. has caused this Certificate to be signed by L. B. THOMAS, its Vice President, and attested to by SUE BADBERG, its Assistant Secretary, this 26th day of September, 1991.

CONAGRA, INC.

By: 

L. B. THOMAS,  
Vice President

ATTEST:

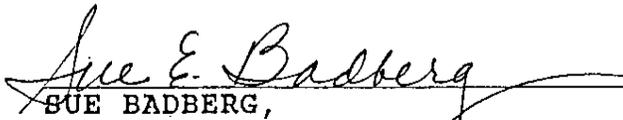
  
SUE BADBERG,  
Assistant Secretary

EXHIBIT "A"

ARTICLE IV

AUTHORIZED SHARES

(FIRST PARAGRAPH)

The total number of shares which this corporation shall have authority to issue is Six Hundred Eighteen Million Fifty Thousand (618,050,000) shares, divided into Six Hundred Million (600,000,000) shares of Common Stock of a par value of Five Dollars (\$5.00) per share; One Hundred Fifty Thousand (150,000) shares of Class B Preferred Stock of a par value of Fifty Dollars (\$50.00) per share; Two Hundred Fifty Thousand (250,000) shares of Class C Preferred Stock of a par value of One Hundred Dollars (\$100.00) per share; One Million One Hundred Thousand (1,100,000) shares of Class D Preferred Stock without par value; and Sixteen Million Five Hundred Fifty Thousand (16,550,000) shares of Class E Preferred Stock without par value.

*The remainder of this Article shall remain unchanged in its entirety.*

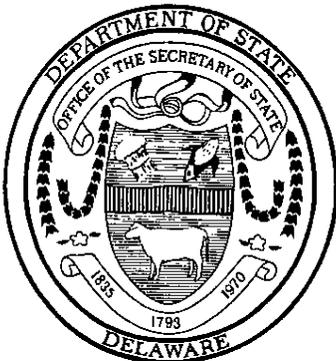
# State of Delaware



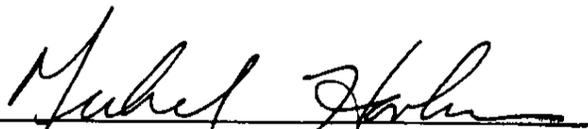
## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF CONAGRA, INC. FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 1991, AT 8:30 O'CLOCK A.M.

\* \* \* \* \*



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Michael Harkins, Secretary of State

AUTHENTICATION: \*3200362

DATE: 10/10/1991