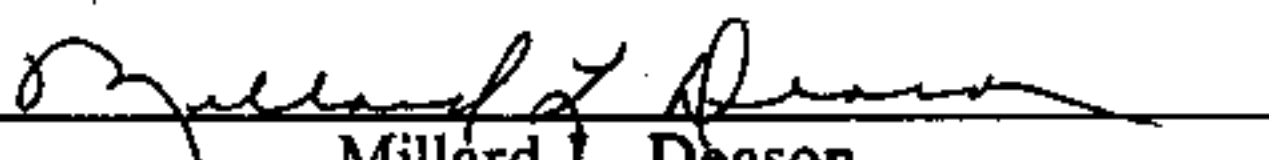


1341
CERTIFICATE

The undersigned, as the duly elected Assistant Secretary of Pasquale Food Company, Inc., an Alabama corporation ("Pasquale"), does hereby certify that the pages attached hereto as Exhibit A constitute a true and correct copy of resolutions of the Board of Directors of Pasquale, duly adopted in an Action by Written Consent in Lieu of a Meeting.

IN WITNESS WHEREOF, the undersigned has affixed his signature as of the
____ day of July, 1989.


Millard L. Deason
Assistant Secretary
Pasquale Food Company, Inc.

BOOK 248 PAGE 14

*Mr. Deason
2233 - Seco, 2 Aug 89*

ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE DIRECTORS OF PASQUALE FOOD COMPANY, INC.
IN LIEU OF A MEETING

The undersigned, constituting all of the directors of Pasquale Food Company, Inc., an Alabama corporation (the "Corporation"), acting by written consent in lieu of a meeting do hereby adopt the following resolutions:

WHEREAS, the Board of Directors has determined that it is in the best interest of the Corporation to sell to Kraft, Inc. ("Kraft") the business, assets and properties, operating as a going concern, which constitute the Corporation's refrigerated and frozen pasta and pasta sauce business formerly owned and operated by the Corporation's wholly-owned subsidiary, Pasta Makers, Inc., an Alabama corporation ("Pasta Makers"), which subsidiary has merged with and into the Corporation; and

WHEREAS, certain other actions will be necessary in connection with the above-described transaction;

NOW, THEREFORE, be it resolved by the Board of Directors of the Corporation as follows:

RESOLVED, that the Board of Directors of the Corporation does hereby authorize and approve the sale by the Corporation to Kraft of substantially all of the business, assets and properties formerly owned and operated by Pasta Makers for a purchase price equal to approximately Ten Million Dollars (\$10,000,000.00), such purchase price to be paid by delivery to the Corporation of cash or other immediately available funds in the approximate amount of \$9,000,000 and a promissory note in the amount of \$1,000,000 payable on January 4, 1990;

RESOLVED, FURTHER, that the appropriate officers of the Corporation, be, and each hereby is, authorized and directed to execute and deliver the Asset Purchase Agreement between the Corporation and Kraft in the name and on behalf of the Corporation, with such changes therein as shall be approved by the appropriate officers of the Corporation, acting in their sole discretion, prior to executing the same;

RESOLVED, FURTHER, that the appropriate officers of the Corporation, be, and each hereby is, authorized and directed to execute and deliver the Management Service Agreement between the Corporation and Kraft, with such changes therein as shall be approved by the appropriate officers of the Corporation, acting in their sole discretion, prior to executing the same;

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RESOLVED, FURTHER, that the appropriate officers of the Corporation, be, and each hereby is, authorized and directed to execute and deliver that certain Non-Competition Agreement between the Corporation and Kraft, with such changes therein as shall be approved by the appropriate officers of the Corporation, acting in their sole discretion, prior to executing the same;

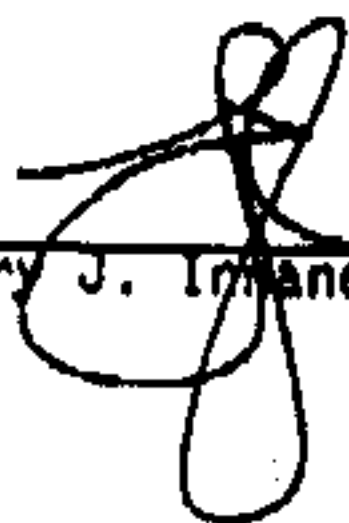
RESOLVED, FURTHER, that the appropriate officers of the Corporation, be, and each hereby is, authorized and directed to do any and all other and further things, and to execute any and all other or further documents, in the name and on behalf of the Corporation, as they, acting in their sole discretion, may deem necessary, desirable or appropriate to effectuate the purposes of the foregoing resolutions.

Dated as of this day of July, 1989.

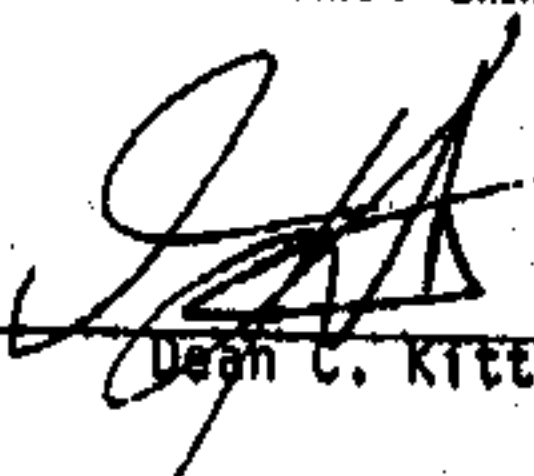


Norman R. Davis

W. James Emmerton



Larry J. Inmanen



Dean C. Kitts

BOX 248 PAGE 16



STATE OF ALABAMA

I, Perry A. Hand, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

duplicate originals of Articles of Merger merging Pasta Makers, Inc. into Pasquale Food Company, Inc., both Alabama corporations.

duly signed and verified pursuant to the provisions of Section 10-2A-144, Code of Alabama, 1975, have been received in this office and are found to conform to law.

Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging

Pasta Makers, Inc. into Pasquale Food Company, Inc.

and attaches hereto a duplicate original of the Articles of Merger.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

July 18, 1989

Date

Perry A. Hand

Secretary of State

RECORDING FEES

Recording Fee \$ 10.00

Index Fee 2.00

TOTAL 12.00

89 JUL 26 PM 3:11

JUDGE OF PROBATE