

Article I

PLAN OF CONSOLIDATION

The Plan of Consolidation of Pet Dairy Products Company, a corporation organized and existing under the laws of the State of Delaware; Pet Dairy Products Company, a corporation organized and existing under the laws of the State of Tennessee; and Pet Dairy Products Company, a corporation organized and existing under the laws of the State of Wisconsin, into Pet Dairy Products Company, the Delaware corporation, as agreed to and adopted by the parties, is set forth in the following Agreement of Consolidation:

AGREEMENT OF CONSOLIDATION OF

PET DAIRY PRODUCTS COMPANY, A DELAWARE CORPORATION;

PET DAIRY PRODUCTS COMPANY, A TENNESSEE CORPORATION;

AND

PET DAIRY PRODUCTS COMPANY, A WISCONSIN CORPORATION

This Agreement of Consolidation, executed on the dates set opposite the respective signatures of the parties, executed by and between Pet Dairy Products Company, a Delaware Corporation, hereinafter sometimes called the Delaware Corporation; Pet Dairy Products Company, a Tennessee Corporation, hereinafter sometimes called the Tennessee Corporation; and Pet Dairy Products Company, a Wisconsin Corporation, hereinafter sometimes called the Wisconsin Corporation.

Witnesseth That:

Whereas, the parties hereto desire to consolidate into the constituent corporation, incorporated under the laws of the State of Delaware, and known as Pet Dairy Products Company, this consolidation to be effected pursuant to Section 59 of the General Corporation Law of the State of Delaware, Sections 3750 through 3755 of William Tennessee Code Annotated, and Section 182.106 of the Wisconsin Statutes.

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