

Now, therefore, in consideration of the promises, mutual covenants, agreements and provisions herein contained, and each act done hereunder by any of the parties, the said parties hereto agree as follows:

Section A

The Parties:

Item 1. The corporations proposing to consolidate are Pet Dairy Products Company, a corporation organized and existing under the laws of the State of Delaware, with an authorized capital stock consisting of twenty-eight shares of common stock with a par value of One Hundred Dollars per share, of which twenty-eight shares are issued and outstanding; Pet Dairy Products Company, a corporation organized and existing under the laws of the State of Tennessee with an authorized capital stock of twenty-five thousand shares of common stock of the per value of One Hundred Dollars per share, of which fourteen thousand five hundred shares are issued and outstanding; and Pet Dairy Products Company, a corporation organized and existing under the laws of the State of Wisconsin, with an authorized capital stock of One Hundred and Fifty thousand Dollars consisting of one thousand five hundred shares of stock of the per value of One Hundred Dollars per share, of which one thousand four hundred and seventy-two shares are issued and outstanding.

Item 2. The corporation into which they propose to consolidate is Pet Dairy Products Company, the constituent corporation, which is organized under the laws of the State of Delaware, and which corporation is hereinafter sometimes called the "Consolidated Corporation".

Section B

Terms and Conditions of Consolidation:

Item 1. Upon the filing of one counterpart of the Articles of Consolidation, of which this Agreement of Consolidation forms a part, in the office of the Secretary of State of the State of _____ and recording a copy thereof

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