

and said resolution further directed that the said proposed amendment be considered at the next annual meeting of the Common and \$.80 Cumulative Convertible Preference Stock stockholders of said Pet Milk Company to be held on August 15, 1966.

SECOND: That thereafter, pursuant to said resolution, the said proposed amendment was duly submitted to the annual meeting of Common and \$.80 Cumulative Convertible Preference Stock stockholders of said Pet Milk Company which was duly called and held in accordance with law and the By-laws of the corporation at the office of the corporation in the City of St. Louis, Missouri, on the 15th day of August, 1966, at 2:00 p. m., Central Daylight Time, at which meeting were present in person or by proxy the holders of a majority of the shares of Common and \$.80 Cumulative Convertible Preference Stock of said corporation outstanding, being the stock entitled to vote at said meeting; that at said meeting a vote of the stockholders entitled to vote thereon was taken, by ballot, for or against said proposed amendment to the Certificate of Incorporation, which vote was taken by Messrs. Earl Mantei and G. R. Dukes, Jr., the two judges appointed for that purpose by the Board of Directors of the said corporation; and that at said meeting, by vote conducted as aforesaid, said amendment was duly adopted, the persons holding 5,237,371 shares of the issued and outstanding Common and \$.80 Cumulative Convertible Preference Stock of said corporation, constituting a majority of such issued and outstanding Common and \$.80 Cumulative Convertible Preference Stock, voting for said amendment and the holders of 57,989 shares voting against it.

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