



Department of State

I, Dawn K. Roberts, Secretary of State, do hereby certify that:

I. Renfroe

was commissioned as a Notary Public in and for the State of Florida:

Commission number: DD732330

Term beginning: November 8, 2007

Term expiring: November 7, 2011

as shown by the records of this office.

Legal Qualifications and Authority of a Florida Notary Public

A Florida Notary Public is not licensed to practice law in the State of Florida, and may not give legal advice or accept fees for legal advice.

Legal Qualifications of a Florida Notary Public: A Florida Notary Public shall be at least 18 years of age and a legal resident of Florida. A Florida Notary Public must be able to read, write, and understand the English language.

Legal Authority of a Florida Notary Public: A Notary Public may administer an oath and make a certificate thereof when it is necessary for the execution of any writing or document to be published under the seal of a Notary Public. A Notary Public is authorized to take the acknowledgments of deeds and other instruments of writing for record. A Notary Public is authorized to solemnize the rites of matrimony. A Notary Public may supervise the making of a photocopy of an original document and attest to the trueness of the copy.



Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the Tenth day of November, A.D., 2010.

Dawn K. Roberts
Secretary of State

DSDE 99 (5/10)

This document contains a true watermark. Hold up to light to see "SAFE" and "VERIFY FIRST."

The word "VOID" appears when photocopied.

"State of Florida" appears in small letters across the face of this 8 1/2 x 11" document.



Department of State

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: United States of America

This public document

2. has been signed by Dawn K. Roberts

3. acting in the capacity of Secretary of State

4. bears the seal/stamp of Great Seal of the State of Florida

Certified

5. at Tallahassee, Florida

6. the First day of September, A.D., 2010

7. by Secretary of State, State of Florida

8. No. 2010-88853

9. Seal/Stamp:



10. Signature:

Dawn K. Roberts
Secretary of State

DSDE 99 (5/10)

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State of Florida



Department of State

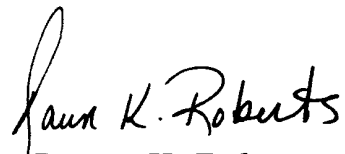
I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of DEL MONTE FRESH PRODUCE N.A., INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is 171517.



CR2E022 (01-07)

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty-eighth day of July, 2010


Dawn K. Roberts
Secretary of State

CERTIFICATE OF INCORPORATION

OF

WEST INDIES FRUIT COMPANY

We, the undersigned, HAROLD ZINN, A. H. SAPERSTEIN, and ELLEN P. SOLAWAY, do hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, and do hereby adopt the following articles of incorporation.

ARTICLES OF INCORPORATION

ARTICLE I

The name of this corporation shall be WEST INDIES FRUIT COMPANY.

ARTICLE II

The General Nature of the business shall be:

(a) To engage in the business of importing and exporting raw materials, agricultural products, manufactured goods and all wares, merchandise and articles of any nature whatsoever.

(b) To carry on business as factors, agents, commission merchants or merchants to buy, sell, manipulate and deal in, at wholesale or retail, merchandise, goods, wares, and commodities of every sort, kind or description and to carry on any other business whether manufacturing or otherwise which can be conveniently carried on with any of the company's objects; to purchase or otherwise acquire and undertake, all or any part of the business property and liabilities of any persons or company, carrying on any kind of business which this company is authorized to carry on; to enter into partnership or into any arrangement for sharing profits, union of interests, reciprocal concessions, or co-operate with any person or company carrying on or about to carry on any business or transaction capable of being conducted so as, directly or indirectly, to benefit this company.

(c) To own and control and acquire, by lease, purchase, construction or otherwise, steamships, barges, and vessels of all

kinds, or interests therein, and to operate the same on all navigable waters and on all the oceans and seas of the world, for a transportation line for passengers and freight of all kinds, with power also to purchase, build, construct, repair, lease, sell, convey, and operate vessels of all kinds and all machinery, appliances, and apparatus incidentally necessary or convenient thereto, or in any way connected therewith; with power also to do a towing business, and also to purchase, own, lease, construct, control and operate docks, warehouses, dry docks, and dock machinery, appliances and apparatus of all kinds; and with the power also to do a general ship-building, stevedore, dockage, warehouse and commission business.

(d) To carry on the trade or business of wholesale warehousemen, removers, storers, packers, and carriers of personal property of every description. To issue warrants to persons warehousing goods with the company, and to lend money upon the security of such goods.

(e) To purchase real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature whatsoever.

ARTICLE III

The maximum number of shares of stock which this company shall have outstanding at any time shall be two hundred fifty (250) shares, all of which shall have a par value of One Hundred and 00/100 (\$100.00) Dollars each, and each of which shares shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United States of America, or in services or

property at just valuation, to be fixed by the Directors of the Company at the organization meeting, or any other meeting held for that purpose.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of this corporation shall be in the City of Miami, Dade County, Florida.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

HAROLD ZINN	605 Lincoln Road, Miami Beach, Florida
A. H. SAPERSTEIN	605 Lincoln Road, Miami Beach, Florida
ELLEN F. SOLAWAY	605 Lincoln Road, Miami Beach, Florida

ARTICLE IX

The names and post office addresses of the subscribers to this Certificate of Incorporation, and the number of shares each agrees to take, are as follows:

		<u>Shares</u>
HAROLD ZINN	605 Lincoln Road, Miami Beach, Fla.	1
A. H. SAPERSTEIN	605 Lincoln Road, Miami Beach, Fla.	1
ELLEN F. SOLAWAY	605 Lincoln Road, Miami Beach, Fla.	1

ARTICLE X

The management and control of the business of this corporation shall be conducted under the direction of the Board

of Directors by the following officers who shall be elected by the Board of Directors, to-wit: a President, one or more Vice-Presidents, a Treasurer and a Secretary, and one or more Assistant Secretaries, provided that any one or more of the said offices may be held by the same person, except that the office of President shall not be held by the Secretary or Assistant Secretary of the corporation.

IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this 12th day of December, 1952.

 L.S.
HAROLD ZINN



 L.S.
A. H. SAPERSTEIN

 L.S.
ELLEN F. SOLAWAY

STATE OF FLORIDA)
:SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me personally appeared HAROLD ZINN, A. H. SAPERSTEIN and ELLEN F. SOLAWAY, to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami Beach, Dade County, Florida, this 12th day of December, 1952.


Notary Public


AMENDMENT TO ARTICLES OF INCORPORATION
OF
WEST INDIES FRUIT COMPANY

THE UNDERSIGNED, constituting all of the Directors and sole Stockholder of WEST INDIES FRUIT COMPANY, a Florida corporation, hereby affix their signatures hereto and the corporate seal of this corporation for the purpose of signifying that they hereby accept and ratify the following amendment to the Articles of Incorporation of said corporation, as follows:

ARTICLE I of the Articles of Incorporation of WEST INDIES FRUIT COMPANY shall be amended as follows:

"The name of this Corporation shall be

DEL MONTE BANANA COMPANY"

DATED this 27th day of March, 1973.

STOCKHOLDER:

DEL MONTE CORPORATION

By

A. L. Croce
Vice-President

DIRECTORS:

W. F. Cooper
W. F. COOPER

A. L. Croce
A. L. CROCE

Alfred W. Eames, Jr.
ALFRED W. EAMES, JR.

Samuel Gordon
SAMUEL GORDON

Isadore Hecht
ISADORE HECHT

R. G. Landis
R. G. LANDIS

Jack Loe
JACK LOE

George W. Simon
GEORGE W. SIMON

R. S. Ward
R. S. WARD

Ross B. Yerey
ROSS B. YEREY

APR 2 5 36 PM '73
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF AMENDMENT
OF
DEL MONTE BANANA COMPANY

FILED
APR 12 1985

Pursuant to Section 607.191 of the General Corporation Act of Florida, the undersigned corporation adopts these Articles of Amendment.

FIRST: The name of the corporation is Del Monte Banana Company.

SECOND: The articles of incorporation of this corporation is amended by changing the article numbered "I" so that, as amended, said article shall read as follows:

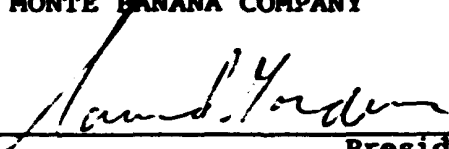
"The name of this corporation is
DEL MONTE FRESH FRUIT COMPANY."

THIRD: The amendment to the articles of incorporation was adopted by the shareholders of the corporation on the 8th day of February, 1985.

Signed this 2nd. day of April, 1985.

DEL MONTE BANANA COMPANY

By



President



Secretary

STATE OF
COUNTY OF

The foregoing instrument was acknowledged before
me this 2nd day of April, 1981, by

OF DEL MONTE BANANA COMPANY, on
behalf of the corporation.

My commission expires

Notary Public

ARTICLES OF AMENDMENT

DEL MONTE FRESH FRUIT COMPANY

PURSUANT TO SECTION 607.181 OF THE GENERAL CORPORATION ACT OF FLORIDA, THE UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF AMENDMENT.

FIRST: THE NAME OF THE CORPORATION IS DEL MONTE FRESH FRUIT COMPANY.

SECOND: THE ARTICLES OF INCORPORATION OF THIS CORPORATION ARE AMENDED EFFECTIVE JANUARY 4, 1988 BY CHANGING ARTICLE I SO THAT, AS AMENDED, SAID ARTICLE SHALL READ AS FOLLOWS:

The name of this Corporation is:

DEL MONTE TROPICAL FRUIT COMPANY, NORTH AMERICA

THIRD: THIS AMENDMENT TO THE ARTICLES OF INCORPORATION WAS ADOPTED BY THE SHAREHOLDERS OF THE CORPORATION ON THE 22nd DAY OF DECEMBER, 1987.

SIGNED THIS 22nd DAY OF DECEMBER, 1987.

DEL MONTE FRESH FRUIT COMPANY

By: Ward M. Miller, Jr.
WARD M. MILLER, JR. Vice President

Stanley De Pompigny
STANLEY DE POMPIGNAY
Assistant Secretary

STATE OF NEW JERSEY

COUNTY OF MORRIS

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 22nd DAY OF DECEMBER, 1987, BY WARD M. MILLER, JR., VICE PRESIDENT OF DEL MONTE FRESH FRUIT COMPANY ON BEHALF OF THE CORPORATION.

(SEAL)

Louise E. Utter
NOTARY PUBLIC
My Commission Expires Nov. 7, 1990

ARTICLES OF AMENDMENT

DEL MONTE TROPICAL FRUIT COMPANY, NORTH AMERICA

**TO THE DEPARTMENT OF STATE
STATE OF FLORIDA**

**PURSUANT TO THE PROVISIONS OF THE FLORIDA GENERAL CORPORATION ACT,
THE UNDERSIGNED CORPORATION ADOPTS THIS ARTICLE OF AMENDMENT.**

**FIRST: THE NAME OF THE CORPORATION IS DEL MONTE TROPICAL
FRUIT COMPANY, NORTH AMERICA.**

**SECOND: THE ARTICLES OF INCORPORATION OF THIS CORPORATION
ARE AMENDED EFFECTIVE JANUARY 17, 1990 BY CHANGING ARTICLE I SO
THAT, AS AMENDED, SAID ARTICLE SHALL READ AS FOLLOWS:**

The name of this Corporation is:

PPI DEL MONTE TROPICAL FRUIT COMPANY, NORTH AMERICA

**THIRD: THIS AMENDMENT TO THE ARTICLES OF INCORPORATION WAS
ADOPTED BY THE SOLE SHAREHOLDER OF THE CORPORATION ENTITLED TO VOTE
THEREON BY ITS WRITTEN CONSENT SIGNED ON THE 17th DAY OF
JANUARY, 1990 IN ACCORDANCE WITH THE PROVISIONS OF SECTION 607.394
OF THE FLORIDA GENERAL CORPORATION ACT.**

SIGNED THIS 17th DAY OF JANUARY, 1990.

DEL MONTE TROPICAL FRUIT COMPANY, NORTH AMERICA

By:


William M. Haase, Vice President


**Timothy L. Chu
Assistant Secretary**

STATE OF FLORIDA

COUNTY OF DADE

**THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS
17TH DAY OF JANUARY, 1990, BY WILLIAM M. HAASE, VICE PRESIDENT
OF DEL MONTE FRESH FRUIT COMPANY ON BEHALF OF THE CORPORATION.**

(SEAL)


NOTARY PUBLIC

STATE OF FLORIDA

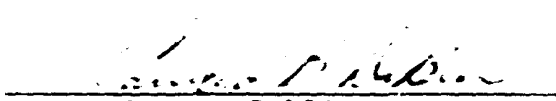
COUNTY OF DADE

)
)
)

S.S.:

On this 11 day of January, 1990, before me, a Notary Public in and for the State and County aforesaid, personally appeared William W. Haase and Timothy L. Chu, who acknowledged to me that they are the Vice President and Assistant Secretary respectively, of Del Monte Tropical Fruit Company, North America and that they executed as said officers the foregoing Articles of Amendment of said corporation as their act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.



Notary Public

Commission expires:

(notarial seal)

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PPI DEL MONTE TROPICAL FRUIT COMPANY, NORTH AMERICA**

Pursuant to the provisions of the Florida General Corporation Act, the undersigned Corporation adopts these Articles of Amendment.

FIRST: The name of the Corporation is PPI Del Monte Tropical Fruit Company, North America.

SECOND: Article I of the Certificate of Incorporation be and is hereby amended, effective October 22, 1992, to read as follows:

"The name of the Corporation shall be: Del Monte Fresh Produce N.A., Inc."

THIRD: This amendment to the Articles of Incorporation was duly adopted by the sole shareholder of the Corporation by its written consent signed on the 19th day of October, 1990, in accordance with the provisions of Section 607.394 of the Florida General Corporation Act.

Signed this 22nd day of October, 1992.

PPI DEL MONTE TROPICAL FRUIT COMPANY,
NORTH AMERICA

BY: Harold G. Schenker
Harold G. Schenker, Executive Vice
President

ATTEST:

BY: Bruce A. Jordan
Bruce A. Jordan, Assistant
Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 22nd day of October, 1992, by Harold G. Schenker and Bruce A. Jordan, Executive Vice President and Assistant Secretary, respectively, who personally appeared before me and who are personally known to me, of PPI Del Monte Tropical Fruit Company, North America on behalf of the Corporation, and who did not take an oath.

Constance A. Ryan
Notary Public
Constance A. Ryan
Commission No. CC 007757

My Commission Expires:

Thu, Oct 22, 1992/CAR
File No. 980018

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAY 2, 1994
BONDED THRU GENERAL INS. CO.

**ARTICLES OF MERGER
OF
FRESH CUT FRUITS, INC.
AND
HANDI-PAK FOODS, INC.
INTO
DEL MONTE FRESH PRODUCE N.A., INC.**

FILED
00 JAN 18 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act (the "FBCA"), DEL MONTE FRESH PRODUCE N.A., INC. (the "Corporation"), DOES HEREBY CERTIFY THAT:

FIRST: The names of the merging corporations are Fresh Cut Fruits, Inc., a Maryland corporation (the "Maryland Subsidiary"), and Handi-Pak Foods, Inc., an Illinois corporation (the "Illinois Subsidiary," together with the Maryland Subsidiary, the "Subsidiaries"). Each of the Subsidiaries is wholly-owned by the Corporation;

SECOND: The Subsidiaries shall, pursuant to all applicable provisions of the FBCA, the Maryland General Corporation Laws and the Illinois Business Corporation Act, be merged with and into the Corporation (the "Merger"), and the Corporation shall continue to exist as the surviving corporation pursuant to the laws of the State of Florida. Upon the effective date of the Merger, the Subsidiaries shall cease to exist;

THIRD: Effective upon the Merger, each share of capital stock of the Subsidiaries issued and outstanding shall, automatically without any action on the part of the Corporation, be cancelled and retired; and

FOURTH: The Plan of Merger, a copy of which is attached and incorporated herein by reference as Exhibit A hereto, was unanimously approved by both the Corporation's and the Subsidiaries' Boards of Directors, a copy of such resolutions are attached and incorporated herein by reference as Exhibits B, C and D, respectively. Pursuant to Section 607.1104(1)(a) of the FBCA, the vote of shareholders of the Subsidiaries was not required.

FIFTH: The Plan of Merger was adopted by the board of directors of the surviving corporation on December 31, 1999 and shareholder approval was not required.

IN WITNESS WHEREOF, the Corporation and the Subsidiaries have caused these Article of Merger to be served this 31st day of December, 1999.

DEL MONTE FRESH PRODUCE N.A., INC.

By : _____

Hani El-Naffy
President

FRESH CUT FRUITS, INC.

By : _____

Hani El-Naffy
President

HANDI-PAK FOODS, INC.

By : _____

Hani El-Naffy
President

EXHIBIT A

PLAN OF MERGER

PLAN OF MERGER

THIS PLAN OF MERGER, dated as of December 31, 1999, by and among Del Monte Fresh Produce N.A., Inc. (the "Corporation"), Fresh Cut Fruits, Inc., a Maryland corporation ("Fresh Cut"), and Handi-Pak Foods, Inc., an Illinois corporation ("Handi-Pak," and together with Fresh Cut, the "Subsidiaries")

WHEREAS, the Corporation owns all of the outstanding shares of capital stock of the Subsidiaries; and

WHEREAS, the Boards of Directors and Stockholder of the Corporation and the Subsidiaries have approved of, and deem it to be in the best interests of such corporations to effect, the merger (the "Merger") of the Subsidiaries with and into the Corporation, with the Corporation being the surviving corporation (the "Surviving Corporation") pursuant to the provisions of the Florida Business Corporation Act ("FBCA"), the Maryland General Corporation Law ("MGCL"), and the Illinois Business Corporation Act ("IBCA").

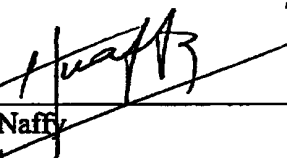
NOW, THEREFORE, the terms and conditions of this Plan of Merger are as follows:

1. Constituent Corporations. The following corporations will be merged with and into Del Monte Fresh Produce N.A., Inc.: Fresh Cut Fruits, Inc. and Handi-Pak Foods, Inc.
2. Terms and Conditions of Merger. The Subsidiaries shall, pursuant to the provisions of FBCA, MGCL and IBCA, be merged with and into the Corporation, and the Corporation shall continue to exist as the Surviving Corporation under the laws of the State of Florida. Upon the effective date of the Merger, the Subsidiaries shall cease to exist.
3. Capital Stock. Effective upon the Merger, each share of capital stock of the Subsidiaries shall, automatically without any action on the part of the Corporation, be cancelled and retired.
4. Certificate of Incorporation and Bylaws. The Certificate of Incorporation and Bylaws of the Corporation shall be and continue as the Certificate of Incorporation and Bylaws of the Surviving Corporation in full force and effect until amended as provided therein or by law.
5. Officers and Directors. The officers and directors of the Corporation in office at the effective time of the Merger shall be and continue as officers and directors of the Surviving Corporation, each such officer and director to hold office in accordance with the applicable provisions of the Bylaws of the Surviving Corporation.

IN WITNESS WHEREOF the Corporation and Subsidiaries have cause this
Plan of Merger to be served this 31st day of December, 1999.

DEL MONTE FRESH PRODUCE N.A., INC.

By :


Hani El-Naffy
President

FRESH CUT FRUITS, INC.

By :


Hani El-Naffy
President

HANDI-PAK FOODS, INC.

By :



Hani El-Naffy
President

EXHIBIT B
CORPORATION RESOLUTIONS

WHEREAS, Del Monte Fresh Produce N.A., Inc., a Florida corporation (the "Corporation") owns all of the issued and outstanding capital stock of Fresh Cut Fruits, Inc., a Maryland corporation ("Fresh Cut"), and Handi-Pak Foods, Inc, an Illinois corporation ("Handi-Pak," together with Fresh Cut, the "Constituent Corporations"); and

WHEREAS, the Board of Directors of the Corporation has determined that it is desirable and in the best interests of the Corporation that each Constituent Corporations be merged with and into the Corporation.

NOW, THEREFORE, BE IT

RESOLVED, that, pursuant to the applicable provisions of the Maryland General Corporation Law, the Illinois Business Corporation Act and the Florida Business Corporation Act and in accordance with the terms and conditions of the Plan of Merger, dated as of December 31, 1999 and attached hereto as Exhibit A, each of the Constituent Corporations shall be merged with and into the Corporation and that the separate existence of the Constituent Corporations shall thereupon cease and the Corporation shall continue its corporate existence under the laws of the State of Florida as the surviving corporation (the "Surviving Corporation"); and be it

FURTHER RESOLVED, that the merger of the Constituent Corporations into the Corporation shall become effective at the time of filing by the Corporation of the Articles of Merger with the Secretary of State of Florida, Maryland and Illinois (the "Effective Time of the Merger"); and be it

FURTHER RESOLVED, that at the Effective Time of the Merger, all share of capital stock of each of the Constituent Corporations shall be, by virtue of the merger, cancelled; and be it

FURTHER RESOLVED, that the Articles of Incorporation and Bylaws of the Corporation as in effect immediately prior to the Effective Time of the Merger shall be and continue as the Articles of Incorporation and Bylaws of the Surviving Corporation, until amended as provided therein; and be it

FURTHER RESOLVED, that the directors of the Corporation in office at the Effective Time of the Merger shall be and continue as the directors of the Surviving Corporation, each such director to hold office in accordance with the applicable provisions of the Bylaws of the Surviving Corporation; and be it

FURTHER RESOLVED, that the officers of the Corporation in office at the Effective Time of the Merger shall be and continue as the officers of the Surviving Corporation, each such officer to hold office in accordance with the applicable provisions of the Bylaws of the Surviving Corporation; and be it

FURTHER RESOLVED, that proper officers of the Corporation be, and each hereby is, authorized, empowered and directed to take any and all actions necessary or appropriate to effect and any and all matters related to the merger, including, but not limited to, the execution and filing with any jurisdiction, where such filing is required, of such documents or instruments as may be required to qualify or license the Surviving Corporation to do business as a foreign corporation in such jurisdiction and any and all actions necessary to effect the transfer of all assets of each of the Constituent Corporations to the Corporation and the assumption of all liabilities of such Constituent Corporations by the Corporation; and be it

FURTHER RESOLVED, that the Surviving Corporation shall possess all rights, privileges, powers and franchises, whether of a public or of a private nature, all property, whether real, personal or mixed, of, and all other things in action belonging to, the Constituent Corporations, and shall be subject to all restrictions, disabilities and duties of each of the Constituent Corporations. All debts, liabilities, and duties of each of the Constituent Corporations shall henceforth attach to the Surviving Corporation and may be enforced to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and be it

FURTHER RESOLVED, that this resolution may be revoked, amended or altered at any time prior to the Effective Time of the Merger by the Board of Directors of the Corporation.

EXHIBIT C
ILLINOIS SUBSIDIARY RESOLUTIONS

WHEREAS, Del Monte Fresh Produce N.A., Inc., a Florida corporation (the "Corporation") owns all of the issued and outstanding capital stock of the Subsidiary; and

WHEREAS, the Board of Directors of the Subsidiary has determined that it is desirable and in the best interests of the Subsidiary that it be merged with and into the Corporation.

NOW, THEREFORE, BE IT

RESOLVED, that, pursuant to the applicable provisions of the Illinois Business Corporation Act and the Florida Business Corporation Act and in accordance with the terms and conditions of the Plan of Merger, dated as of December 31, 1999 and attached hereto as Exhibit A, the Subsidiary shall be merged with and into the Corporation and that the separate existence of the Subsidiary shall thereupon cease and the Corporation shall continue its corporate existence under the laws of the State of Florida as the surviving corporation (the "Surviving Corporation"); and be it

FURTHER RESOLVED, that the merger of the Subsidiary into the Corporation shall become effective at the time of filing by the Corporation of the Articles of Merger with the Secretary of State of Florida and Illinois (the "Effective Time of the Merger"); and be it

FURTHER RESOLVED, that at the Effective Time of the Merger, all share of capital stock of the Subsidiary shall be, by virtue of the merger, cancelled; and be it

FURTHER RESOLVED, that the Articles of Incorporation and Bylaws of the Corporation as in effect immediately prior to the Effective Time of the Merger shall be and continue as the Articles of Incorporation and Bylaws of the Surviving Corporation, until amended as provided therein; and be it

FURTHER RESOLVED, that the directors of the Corporation in office at the Effective Time of the Merger shall be and continue as the directors of the Surviving Corporation, each such director to hold office in accordance with the applicable provisions of the Bylaws of the Surviving Corporation; and be it

FURTHER RESOLVED, that the officers of the Corporation in office at the Effective Time of the Merger shall be and continue as the officers of the Surviving Corporation, each such officer to hold office in accordance with the applicable provisions of the Bylaws of the Surviving Corporation; and be it

FURTHER RESOLVED, that proper officers of the Corporation be, and each hereby is, authorized, empowered and directed to take any and all actions necessary or appropriate to effect and any and all matters related to the merger, including, but not limited to, the execution and filing with any jurisdiction, where such filing is required, of such documents or instruments as may be required to qualify or license the Surviving Corporation to do business as a foreign corporation in such jurisdiction and any and all

actions necessary to effect the transfer of all assets of each of the Subsidiary to the Corporation and the assumption of all liabilities of such Subsidiary by the Corporation; and be it

FURTHER RESOLVED, that the Surviving Corporation shall possess all rights, privileges, powers and franchises, whether of a public or of a private nature, all property, whether real, personal or mixed, of, and all other things in action belonging to, the Subsidiary, and shall be subject to all restrictions, disabilities and duties of the Subsidiary. All debts, liabilities, and duties of the Subsidiary shall henceforth attach to the Surviving Corporation and may be enforced to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and be it

FURTHER RESOLVED, that this resolution may be revoked, amended or altered at any time prior to the Effective Time of the Merger by the Board of Directors of the Corporation

EXHIBIT D
MARYLAND SUBSIDIARY RESOLUTIONS

WHEREAS, Del Monte Fresh Produce N.A., Inc., a Florida corporation (the "Corporation") owns all of the issued and outstanding capital stock of the Subsidiary; and

WHEREAS, the Board of Directors of the Subsidiary has determined that it is desirable and in the best interests of the Subsidiary that it be merged with and into the Corporation.

NOW, THEREFORE, BE IT

RESOLVED, that, pursuant to the applicable provisions of the Maryland General Corporation Law and the Florida Business Corporation Act and in accordance with the terms and conditions of the Plan of Merger dated as of December 31, 1999 attached hereto as Exhibit A, the Subsidiary shall be merged with and into the Corporation and that the separate existence of the Subsidiary shall thereupon cease and the Corporation shall continue its corporate existence under the laws of the State of Florida as the surviving corporation (the "Surviving Corporation"); and be it

FURTHER RESOLVED, that the merger of the Subsidiary into the Corporation shall become effective at the time of filing by the Corporation of the Articles of Merger with the Secretary of State of Florida and Maryland (the "Effective Time of the Merger"); and be it

FURTHER RESOLVED, that at the Effective Time of the Merger, all share of capital stock of the Subsidiary shall be, by virtue of the merger, cancelled; and be it

FURTHER RESOLVED, that the Articles of Incorporation and Bylaws of the Corporation as in effect immediately prior to the Effective Time of the Merger shall be and continue as the Articles of Incorporation and Bylaws of the Surviving Corporation, until amended as provided therein; and be it

FURTHER RESOLVED, that the directors of the Corporation in office at the Effective Time of the Merger shall be and continue as the directors of the Surviving Corporation, each such director to hold office in accordance with the applicable provisions of the Bylaws of the Surviving Corporation; and be it

FURTHER RESOLVED, that the officers of the Corporation in office at the Effective Time of the Merger shall be and continue as the officers of the Surviving Corporation, each such officer to hold office in accordance with the applicable provisions of the Bylaws of the Surviving Corporation; and be it

FURTHER RESOLVED, that proper officers of the Corporation be, and each hereby is, authorized, empowered and directed to take any and all actions necessary or appropriate to effect and any and all matters related to the merger, including, but not limited to, the execution and filing with any jurisdiction, where such filing is required, of

such documents or instruments as may be required to qualify or license the Surviving Corporation to do business as a foreign corporation in such jurisdiction and any and all actions necessary to effect the transfer of all assets of each of the Subsidiary to the Corporation and the assumption of all liabilities of such Subsidiary by the Corporation; and be it

FURTHER RESOLVED, that the Surviving Corporation shall possess all rights, privileges, powers and franchises, whether of a public or of a private nature, all property, whether real, personal or mixed, of, and all other things in action belonging to, the Subsidiary, and shall be subject to all restrictions, disabilities and duties of the Subsidiary. All debts, liabilities, and duties of the Subsidiary shall henceforth attach to the Surviving Corporation and may be enforced to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and be it

FURTHER RESOLVED, that this resolution may be revoked, amended or altered at any time prior to the Effective Time of the Merger by the Board of Directors of the Corporation