

28900

AFFIDAVIT
[Miscoe Springs, Inc.]

38/PC MB

COMMONWEALTH OF MASSACHUSETTS §
 §
 COUNTY OF WORCESTER §

Before me, the undersigned authority, personally appeared Lisa N. Tyson, who being by me first duly sworn, on oath, deposes and says:

1. That she is the Vice President of Dean Northeast, LLC, a Delaware limited liability company.
2. That she is authorized to make this Affidavit on behalf of Dean Northeast, LLC, a Delaware limited liability company.
3. That Miscoe Springs, Inc., a Massachusetts corporation, merged into Suiza GTL, LLC, a Delaware limited liability company, in 1998, and that Suiza GTL, LLC changed its name to Dean Northeast, LLC, a Delaware limited liability company, in 2001, and a true and correct copy of the documents evidencing such merger and name change which were filed in the State of Delaware is attached as Exhibit "A."
4. That the merger described herein pertains to the property held by Miscoe Springs, Inc., as record owner, including without limitation, the property described on the attached Exhibit "B."

Further affiant sayeth not.

DEAN NORTHEAST, LLC,
a Delaware limited liability company

By:

Lisa N. Tyson,
Vice President

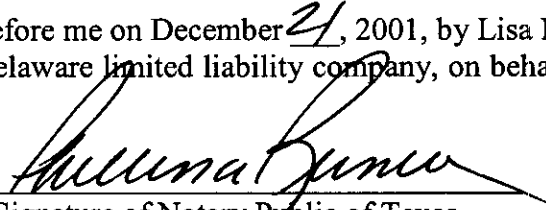
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MA
First American Title Insurance
1 Financial Center 15th floor
Boston MA 02111

009346.00109:623208.02

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on December 21, 2001, by Lisa N. Tyson, Vice President of Dean Northeast, LLC, a Delaware limited liability company, on behalf of said limited liability company.



Signature of Notary Public of Texas

AFFIX NOTARY STAMP

Printed Name of Notary

My Commission Expires: _____

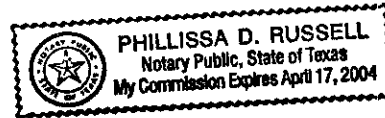


Exhibit A
Merger Documents
(See Attached)

State of Delaware

Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SUIZA GTL, LLC", CHANGING ITS NAME FROM "SUIZA GTL, LLC" TO "DEAN NORTHEAST, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 9:10 O'CLOCK A.M.



2972968 8100

010659695

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1521586

DATE: 12-21-01

SUIZA GTL, LLC
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF FORMATION

It is hereby certified that:

1. The name of the limited liability company (hereinafter called the "limited liability company") is Suiza GTL, LLC.
2. The certificate of formation of the limited liability company is hereby amended by striking out the First Article thereof and by substituting in lieu of said Article the following new Article:

"FIRST: The name of the limited liability company (hereinafter the "Limited Liability Company") is Dean Northeast, LLC."
3. The said amendment was duly adopted in accordance with the provisions of section 18-202 of the Limited Liability Company Act of the State of Delaware.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:10 AM 12/21/2001
010659695 - 2972968

009346.00109:632852.02

Dated as of December 21, 2001.

SUIZA GTL, LLC

By: Michelle P. Goolsby
Michelle P. Goolsby
Sole Manager

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GARELICK FARMS, INC.", A MASSACHUSETTS CORPORATION,
"MISCOE SPRINGS, INC.", A MASSACHUSETTS CORPORATION,
"SCANGAS BROS. HOLDINGS, INC.", A MASSACHUSETTS CORPORATION,
"WEST LYNN CREAMERY, INC.", A MASSACHUSETTS CORPORATION,
"WEST LYNN CREAMERY REALTY CORP.", A MASSACHUSETTS CORPORATION,

WITH AND INTO "SUIZA GTL, LLC" UNDER THE NAME OF "SUIZA GTL, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2972968 8100M

AUTHENTICATION: 1483594

010619488

DATE: 12-05-01

**CERTIFICATE OF MERGER
OF
GARELICK FARMS, INC., SCANGAS BROS. HOLDINGS, INC.,
WEST LYNN CREAMERY, INC.,
WEST LYNN CREAMERY REALTY CORP., AND
MISCOE SPRINGS, INC.
INTO
SUIZA GTL, LLC**

Suiza GTL, LLC, a limited liability company organized under the Delaware Limited Liability company Act (the "Act"), for the purpose of merging with other entities pursuant to Section 18-209 of the act, hereby certifies that:

1. The name and jurisdiction of formation or organization of each of the domestic limited liability companies or other business entities that are constituent entities are:

<u>Name</u>	<u>Jurisdiction</u>
Garellick Farms, Inc.	Massachusetts
Scangas Bros. Holdings, Inc.	Massachusetts
West Lynn Creamery, Inc.	Massachusetts
West Lynn Creamery Realty Corp.	Massachusetts
Miscoe Springs, Inc.	Massachusetts
Suiza GTL, LLC	Delaware

2. An agreement of merger has been approved and executed by each domestic limited liability company or other business entity which is a constituent entity.

3. The name of the surviving domestic limited liability company is Suiza GTL, LLC.

4. The merger shall become effective on upon filing.

5. The agreement of merger is on file at the following place of business of the surviving domestic limited liability company: Suiza GTL, LLC, 2515 McKinney Avenue, Suite 1200, Dallas, Texas 75201.

6. A copy of the agreement of merger will be furnished by Suiza GTL, LLC on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is a constituent entity.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 17th day of December, 1998, and is being filed in accordance with Section 18-209 of the Act by an authorized person of the surviving domestic limited liability company.

SUIZA GTL, LLC

A handwritten signature in black ink, appearing to read "Kevin R. Shook", is written over a horizontal line.

Kevin R. Shook, Authorized Person

Exhibit B
Legal Description
(See Attached)

EXHIBIT A

PARCEL 1

A CERTAIN LOT OR PARCEL OF LAND, WITH THE BUILDINGS THEREON, SITUATED ON THE NORTHEASTERLY SIDE OF NORTHBRIDGE STREET IN THE TOWN OF MENDON, COUNTY OF WORCESTER, AND STATE OF MASSACHUSETTS BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE NORTHEASTERLY SIDELINE OF SAID NORTHBRIDGE STREET, SAID POINT BEING THE P.C. OF A CURVE AT STATION 18 + 83.90 AS SHOWN ON THE WORCESTER COUNTY LAYOUT OF 1934, DECREE 1027, PLAN H-2469R;

THENCE N 54° 27' 05" W ALONG SAID NORTHBRIDGE STREET 312.00 FEET;

THENCE BY THE FOLLOWING COURSES AND DISTANCE ALONG LAND OF EPICURE PACKAGE STORE, INC.:

N 05° 00' 28" E 1245.87 FEET;

S 74° 06' 55" E 68.69 FEET;

S 73° 21' 25" E 340.10 FEET;

S 73° 09' 35" E 475.61 FEET;

S 20° 21' 10" W 861.06 FEET;

S 19° 36' 56" W 526.01 FEET TO THE NORTHEASTERLY SIDELINE OF SAID NORTHBRIDGE STREET;

THENCE NORTHWESTERLY ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 1030 FEET AND ALONG THE NORTHEASTERLY SIDELINE OF SAID NORTHBRIDGE STREET AN ARC DISTANCE OF 116.13 FEET;

THENCE NORTHWESTERLY ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 970.00 FEET AND ALONG THE NORTHEASTERLY SIDELINE OF SAID NORTHBRIDGE STREET AN ARC DISTANCE OF 146.94 FEET TO THE POINT OF BEGINNING CONTAINING 21.32 ACRES MORE OR LESS.

REFERENCES IS MADE TO A PLAN ENTITLED "PLAN OF LAND IN MENDON, MASS. PROPERTY OF VINCENT PALUMBO, SCALE: 1" = 60' APRIL 13, 1966 SCHOFIELD BROTHERS REGISTERED LAND SURVEYORS" RECORDED WITH WORCESTER DISTRICT DEEDS IN PLAN BOOK 302, PAGE 32 FOR A FURTHER DESCRIPTION OF THE ABOVE DESCRIBED PREMISES.

Exhibit A - Continued

PARCEL 2

A CERTAIN LOT OR PARCEL OF LAND SITUATED ON THE SOUTHWESTERLY SIDE OF NORTHBRIDGE STREET IN THE TOWN OF MENDON, COUNTY OF WORCESTER, AND STATE OF MASSACHUSETTS BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A WORCESTER COUNTY HIGHWAY BOUND AT STATION 23 + 13.71 P.C. ON THE SOUTHERLY SIDE OF SAID NORTHBRIDGE ROAD;

THENCE, SOUTH 35 DEGREES 32' 55" WEST 200 FEET TO A POINT;

THENCE, NORTH 54 DEGREES 27' 05" WEST, 500 FEET TO A POINT;

THENCE, NORTH 35 DEGREES 32' 55" EAST, 200 FEET TO A POINT ON THE SOUTHERLY SIDE OF SAID NORTHBRIDGE ROAD, THE LAST THREE COURSES BEING BY OTHER LAND NOW OR FORMERLY OF MISCOC SPRING WATER COMPANY;

THENCE, SOUTH 54 DEGREES 27' 05" EAST, BY SAID NORTHBRIDGE ROAD, 70.19 FEET TO A WORCESTER COUNTY HIGHWAY BOUND;

THENCE, SOUTH 54 DEGREES 27' 05" EAST, BY SAID NORTHBRIDGE ROAD, 429.81 FEET TO THE PLACE OF BEGINNING.

CONTAINING APPROXIMATELY 100,000 SQUARE FEET OF LAND.

ATTEST: WORC. Anthony J. Vigliotti, Register
