

PLEASE RETURN TO: CRAIG MACAULEY
FIRST AMERICAN TITLE INSURANCE COMPANY
101 HUNTINGTON AVENUE, 13TH FLOOR
BOSTON, MA 02199



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GARELICK FARMS, LLC
Certificate of Assistant Secretary

September 7, 2007

I certify that I am the duly elected Assistant Secretary of Garelick Farms, LLC, a Delaware limited liability company, and, in such capacity, do hereby certify that:

On December 2, 1998, Suiza GTL, LLC was organized as a Delaware limited liability company, as further described on attached Exhibit A.

On December 16, 1998, Grant's Dairy, Inc., a corporation organized and existing under the laws of the State of Maine, was merged with and into Garelick Farms, Inc., the surviving entity, as further described on attached Exhibit B.


On December 17, 1998, West Lynn Creamery Realty Corp., Miscoe Springs, Inc., Garelick Farms, Inc., and West Lynn Creamery, Inc., each corporation organized and existing under the laws of the State of Massachusetts, were merged with and into Suiza GTL, LLC, the surviving entity, as further described on attached Exhibit C.

On December 21, 2001, a Certificate of Amendment was filed with the Secretary of State for the State of Delaware changing the name of Suiza GTL, LLC to Dean Northeast, LLC, as further described on attached Exhibit D.

On April 27, 2006, a Certificate of Amendment was filed with the Secretary of State for the State of Delaware changing the name of Dean Northeast, LLC to Garelick Farms, LLC, as further described on attached Exhibit E.

I further certify that since August 18, 1998, I have served as Assistant Secretary to each of the entities named in this document: Suiza GTL, LLC; West Lynn Creamery Realty Corp., West Lyn Creamery, Inc., Grant's Dairy, Inc., Miscoe Springs, Inc., Garelick Farms, Inc.; Dean Northeast, LLC; and Garelick Farms, LLC.

Executed as of the date first above written.



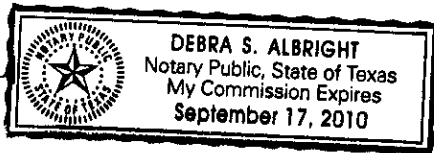
Angela B. Miró, Assistant Secretary
Garelick Farms, LLC

STATE OF TEXAS §
COUNTY OF DALLAS §

Before me, the undersigned notary public, appeared Angela B. Miró, personally known to me, and stated that she signed the foregoing Certificate of Assistant Secretary in her capacity stated therein.

Executed before me on this 10th day of September 2007.

[SEAL]





Notary Public for the State of Texas

State of Delaware **Exhibit A**
Office of the Secretary of State **PAGE 1**

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED LIABILITY COMPANY OF "SUIZA GTL, LLC", FILED IN THIS OFFICE ON THE SECOND DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2972968 8100

981461051

AUTHENTICATION: 9434414

DATE: 12-02-98

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/02/1998
981461051 - 2972968

CERTIFICATE OF FORMATION

OF

SUIZA GTL, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "Limited Liability Company") is Suiza GTL, LLC.

SECOND: The address of the registered office and the name and the address of the registered agent of the Limited Liability Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are Corporation Service Company, 1013 Centre Road, Wilmington, New Castle County, Delaware 19805-1297.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 2nd day of December, 1998.



Kevin R. Shook
Organizer

Exhibit B

FEDERAL IDENTIFICATION

NO. 04-3093228 (M)

FEDERAL IDENTIFICATION

NO. 01-0488798 (G)

Fed. ID. No. 042531955

The Commonwealth of Massachusetts**William Francis Galvin**

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ~~CONSOLIDATION~~ *MERGER
(General Laws, Chapter 156B, Section 79)

Examiner

~~XXXXXXXXXX~~ / *merger of(M) Fairdale Farms, Inc., a Vermont corporation(M) Grant's Dairy, Inc., a Maine corporation, (N)

and

(G) Garelick Farms, Inc., a Massachusetts corporation

the constituent corporations, into

Garelick Farms, Inc.~~XXXXXXXXXX~~ / *one of the constituent corporations organized under the laws of Massachusetts

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~XXXXXXXXXX~~ *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~XXXXXXXXXX~~ / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~XXXXXXXXXX~~ *merger determined pursuant to the agreement of ~~XXXXXXXXXX~~ *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)

**The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

NONE

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

C ☐
P ☐
M ☐
R.A. ☐

*Delete the inapplicable words.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

******(c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

******(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

******(e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not* a *permanent* part of the Articles of Organization of the ~~resulting~~ / surviving corporation.

(a) The street address of the ~~resulting~~ / surviving corporation *in Massachusetts* is: (post office boxes are not acceptable)

1199 W. Central Street, Franklin, Massachusetts 02038

******If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the ~~XXXXXX~~ *surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	(See Attachment "A")		
Treasurer:			
Clerk:			
Directors:			

(c) The fiscal year end (i.e. tax year) of the ~~XXXXXX~~ *surviving corporation shall end on the last day of the month of:

December

(d) The name and business address of the resident agent, if any, of the ~~XXXXXX~~ *surviving corporation is:

Corporation Service Company, 84 State Street, Boston, MA 02109

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

~~The *resulting *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the *resulting / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.~~

FOR MASSACHUSETTS CORPORATIONS (See Attachment "B")

The undersigned *President / *Vice President and *Clerk / *Assistant Clerk of _____, a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

_____, *President / *Vice President

_____, *Clerk / *Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS (See Attachment "B")

The undersigned, † _____ and †† _____,

of _____, a corporation organized under the laws of

_____, further state under the penalties of perjury that the agreement of *consolidation /

*merger has been duly adopted by such corporation in the manner required by the laws of _____.

**Delete the inapplicable words.*

†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.

††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† _____

†† _____

ATTACHMENT "A"

<u>Title</u>	<u>Name</u>	<u>Residential Address</u>	<u>Post Office Address</u>
President	Alan J. Berman	200 Pond Road Wellesley, Massachusetts 02181	- Same -
Chief Financial Officer (Treasurer)	Ray Whitehead	4 Kennedy Lane Acton, Massachusetts 01720	- Same -
Secretary (Clerk)	Michelle P. Goolsby	6722 Waggoner Dallas, Texas 75230	- Same -
Directors	Michelle P. Goolsby (Sole Director)	6722 Waggoner Dallas, Texas 75230	- Same -
Vice President	Tracy L. Noll	1704 Leeward Lane Plano, TX 75093	-Same-

ATTACHMENT "B"

EXECUTIONS UNDER PENALTY OF PERJURY

FOR MASSACHUSETTS CORPORATIONS

Garelick Farms, Inc.:

*(Clerk)

The undersigned Vice President and Secretary of **Garelick Farms, Inc.**, a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

_____, Tracy L. Noll, Vice President

_____, Michelle P. Goolsby, Secretary (Clerk)

FOR CORPORATIONS ORGANIZED IN A
STATE OTHER THAN MASSACHUSETTS

Fairdale Fams, Inc.:

The undersigned Vice President and Secretary of **Fairdale Farms, Inc.**, a corporation organized under the laws of Vermont, further states under the penalties of perjury that the agreement of merger has been duly adopted by such corporation in the manner required by the laws of Vermont.

_____, Tracy L. Noll, Vice President

_____, Michelle P. Goolsby, Secretary

Grant's Dairy, Inc.:

The undersigned Vice President and Secretary of **Grant's Dairy, Inc.**, a corporation organized under the laws of Maine, further states under the penalties of perjury that the agreement of merger has been duly adopted by such corporation in the manner required by the laws of Maine.

_____, Tracy L. Noll, Vice President

_____, Michelle P. Goolsby, Secretary

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ~~*CONSOLIDATION~~ / *MERGER
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of ~~*CONSOLIDATION~~ / *Merger and,
the filing fee in the amount of \$ _____, having been paid,
said articles are deemed to have been filed with me this _____
day of _____, 19 _____.

Effective date _____

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Kevin R. Shook
HUGHES & LUCE, L.L.P.
1717 Main Street, Suite 2800
Dallas, Texas 75201

Telephone: (214) 939-5613

639900

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ~~CONSOLIDATION~~ / *MERGER
 (General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of ~~CONSOLIDATION~~ / *Merger and,
 the filing fee in the amount of \$ 250, having been paid,
 said articles are deemed to have been filed with me this 16TH
 day of December, 19 98.

Effective date _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
 Photocopy of document to be sent to:

Kevin R. Shook
HUGHES & LUCE, L.L.P.
1717 Main Street, Suite 2800
Dallas, Texas 75201

Telephone: (214) 939-5613

**ARTICLES OF MERGER
OF
FAIRDALE FARMS, INC.
AND
GARELICK FARMS, INC.**

**To the Secretary of State
State of Vermont**

Pursuant to the provisions of the Vermont Business Corporation Act, the domestic business corporation and the foreign business corporations herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made apart hereof is the Plan of Merger for merging Fairdale Farms, Inc., a Vermont corporation, with and into Garelick Farms, Inc., a Massachusetts corporation, as approved by resolution adopted by unanimous consent of the Board of Directors of Fairdale Farms, Inc., on December 16, 1998; and by resolution adopted by unanimous consent of the Board of Directors of Garelick Farms, Inc., on December 16, 1998.

2. In respect of Fairdale Farms, Inc., the designation, the number of outstanding shares, and the number of shares entitled to be cast by the sole voting groups entitled to vote on the Plan of Merger herein provided for is as follows:

- (a) Designation of voting group: Sole shareholder of the Common Shares
- (b) Number of outstanding shares of voting group: 100
- (c) Number of shares of voting group entitled to vote on the Plan of Merger: 100

3. In respect of Fairdale Farms, Inc., the total number of undisputed votes cast for the Plan of Merger by the sole voting group entitled to vote on the Plan of Merger is as follows:

- (a) Designation of voting group: Sole shareholder of the Common Shares
- (b) Number of undisputed votes of voting group cast for Plan of Merger: 100

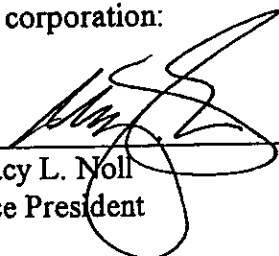
4. The said number of votes cast for the Plan of Merger was sufficient for the approval thereof by the said voting group.

5. The merger of Fairdale Farms, Inc., with and into Garelick Farms, Inc. is permitted by the laws of the jurisdiction of organization of Garelick Farms, Inc., and has been authorized in compliance with said laws.

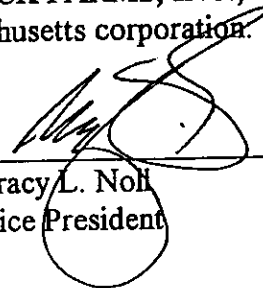
6. The effective time and date of the merger herein provided for in the State of Vermont shall be 9:00 a.m., on December 16, 1998.

Executed on December __, 1998

FAIRDALE FARMS, INC.,
a Vermont corporation:

By: 
Name: Tracy L. Noll
Title: Vice President

GARELICK FARMS, INC.,
a Massachusetts corporation:

By: 
Name: Tracy L. Noll
Title: Vice President

**PLAN OF MERGER
BY AND BETWEEN
FAIRDALE FARMS, INC.
AND
GARELICK FARMS, INC.**

PLAN OF MERGER approved on December 16, 1998, by Fairdale Farms, Inc., a business corporation organized under the laws of the State of Vermont, by resolution adopted by its Board of Directors on said date, and approved on December 16, 1998, by Garelick Farms, Inc., a business corporation organized under the laws of the Commonwealth of Massachusetts, by resolution adopted by its Board of Directors on said date.

1. Fairdale Farms, Inc. and Garelick Farms, Inc. shall, pursuant to the provisions of the Vermont Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Garelick Farms, Inc., be merged with and into a single corporation, to wit, Garelick Farms, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of jurisdiction of its organization. The separate existence of Fairdale Farms, Inc. which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Vermont Business Act.

2. The articles of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation; and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be canceled and terminated, without conversion into shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each

said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Vermont Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Vermont Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Vermont and the Commonwealth of Massachusetts, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein proved for.

Executed on December __, 1998

FAIRDALE FARMS, INC.,
a Vermont corporation:

By: 

Name: Tracy L. Noll

Title: Vice President

GARELICK FARMS, INC.,
a Massachusetts corporation:

By: 

Name: Tracy L. Noll

Title: Vice President

BUSINESS CORPORATION**STATE OF MAINE***(Merger of Domestic and Foreign Corporations)***ARTICLES OF MERGER**Grant's Dairy, Inc.A corporation organized under the laws of Maine**INTO**Garelick Farms, Inc.A corporation organized under the laws of Massachusetts

Pursuant to 13-A MRSA §906, the preceding corporations adopt these Articles of Merger:

Minimum Fee \$80 (See §1401 sub-§19)


File No. 19941991 D Pages 5

Fee Paid \$ 80

DCN 1983511300005 MERG

-----FILED-----

16-DEC-98



Deputy Secretary of State

A True Copy When Attested By Signature



Deputy Secretary of State

FIRST: The laws of the State(s) of Massachusetts, under which the foreign corporation(s) is (are) organized, permit such merger.**SECOND:** The name of the surviving corporation is Garelick Farms, Inc.; and it is to be governed by the laws of the State of Massachusetts.**THIRD:** The plan of merger is set forth in Exhibit A attached hereto and made a part hereof.**FOURTH:** As to each participating domestic corporation, the shareholders of which voted on such plan of merger, the number of shares outstanding and the number of shares entitled to vote on such plan, and the number of such shares voted for and against the plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>	<u>NUMBER Voted For</u>	<u>NUMBER Voted Against</u>
Grant's Dairy, Inc.	100	100	100	-0-

FIFTH: If the shares of any class were entitled to vote as a class, the designation and number of the outstanding shares of each such class, and the number of shares of each such class voted for and against the plan, are as follows:

<u>Name of Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares Outstanding</u>	<u>NUMBER Voted For</u>	<u>NUMBER Voted Against</u>
----------------------------	-----------------------------	-------------------------------------	-------------------------	-----------------------------

*(Include the following paragraph if the merger was authorized without the vote of the shareholders of the surviving corporation. Omit if not applicable.)***SIXTH:** The plan of merger was adopted by the participating corporation which is to become the surviving corporation in the merger without any vote of its shareholders, pursuant to section 902, subsection 5. The number of shares of each class outstanding immediately prior to the effective date of the merger, and the number of shares of each class to be issued or delivered pursuant to the plan of merger of the surviving corporation are set forth as follows:

<u>Designation of Class</u>	<u>Number of Shares Outstanding Immediately Prior to Effective Date of Merger</u>	<u>Number of Shares to Be Issued Or Delivered Pursuant to the Merger</u>
Common shares	2,012,952	-0-

SEVENTH: The address of the registered office of the surviving corporation in the State of Maine is* _____
1199 W. Central Street, Franklin, Massachusetts 02038
 (street, city, state and zip code)

The address of the registered office of the merged corporation in the State of Maine is* _____
45 Memorial Circle, Augusta, Maine 04330
 (street, city, state and zip code)

EIGHTH: Effective date of the merger (if other than date of filing of Articles) is _____
 (Not to exceed 60 days from date of filing of the Articles)

DATED December 16, 1998

MUST BE COMPLETED FOR VOTE OF SHAREHOLDERS
I certify that I have custody of the minutes showing the above action by the shareholders.
<u>Grant's Dairy, Inc.</u> (name of corporation)
<u>Michelle P. Goolsby</u> (signature of clerk, secretary or asst. secretary)

Grant's Dairy, Inc.
 (participating domestic corporation)
****By** [Signature]
 (signature)
Tracy L. Noll, Vice President
 (type or print name and capacity)
****By** Michelle P. Goolsby
 (signature)
Michelle P. Goolsby, Secretary
 (type or print name and capacity)

DATED _____

MUST BE COMPLETED FOR VOTE OF SHAREHOLDERS
I certify that I have custody of the minutes showing the above action by the shareholders.
_____ (name of corporation)
_____ (signature of clerk, secretary or asst. secretary)

 (participating domestic corporation)
****By** _____
 (signature)

 (type or print name and capacity)
****By** _____
 (signature)

 (type or print name and capacity)

NOTE: If a foreign corporation is the survivor of this merger, see §906.4 and §908.3 as to whether Form MBCA-10Ma is required.

*Give address of registered office in Maine. If the corporation does not have a registered office in Maine, the address given should be the principal or registered office wherever located.

This document **MUST be signed by (1) the Clerk OR (2) the President or a vice-president *and* the Secretary or an assistant secretary, or such other officer as the bylaws may designate as a 2nd certifying officer OR (3) if there are no such officers, then a majority of the Directors or such directors as may be designated by a majority of directors then in office OR (4) if there are no such directors, then the Holders, or such of them as may be designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the Holders of all of the outstanding shares of the corporation.

**SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
 101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101**

**PLAN OF MERGER
BY AND BETWEEN
GRANT'S DAIRY, INC.
AND
GARELICK FARMS, INC.**

PLAN OF MERGER approved on December 16, 1998, by Grant's Dairy, Inc., a business corporation organized under the laws of the State of Maine, by its Board of Directors on said date, and approved on December 16, 1998, by Garelick Farms, Inc., a business corporation organized under the laws of the Commonwealth of Massachusetts, by its Board of Directors on said date.

1. The participating corporation, Grant's Dairy, Inc. and Garelick Farms, Inc., shall, pursuant to the provisions of the Maine Business Corporation Act and the provisions of the General Laws of the Commonwealth of Massachusetts, Chapter 156B, Section 79, be merged with and into a single corporation, to wit, Garelick Farms, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Laws of the Commonwealth of Massachusetts, Chapter 156B, Section 79. The separate existence of Grant's Dairy, Inc. which is sometimes hereinafter referred to as the "terminating corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Maine Business Act.

2. The articles of incorporation of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation; and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Laws of the Commonwealth of Massachusetts, Chapter 156B, Section 79.

3. The bylaws of the surviving corporation as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Laws of the Commonwealth of Massachusetts, Chapter 156B, Section 79.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be canceled and terminated without conversion into shares of the surviving

corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective date of the merger shall continue to represent one issued share of the surviving corporation.

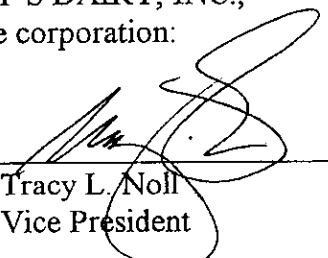
6. The surviving corporation shall assume the assets and liabilities of the terminating corporation.

7. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been fully authorized in accordance with the provisions of the Maine Business Corporation Act and in accordance with the provisions of the General Laws of the Commonwealth of Massachusetts, Chapter 156B, Section 79, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Maine and of the Commonwealth of Massachusetts, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

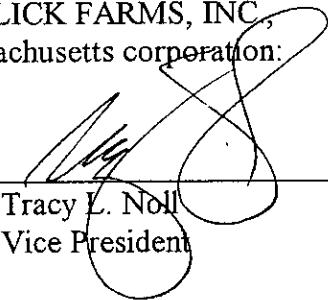
8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein proved for.

Executed on December 16, 1998

GRANT'S DAIRY, INC.,
a Maine corporation:

By: 
Name: Tracy L. Noll
Title: Vice President

GARELICK FARMS, INC.,
a Massachusetts corporation:

By: 
Name: Tracy L. Noll
Title: Vice President

(To be filed with Articles of Merger when the surviving corporation is to be governed by the laws of any jurisdiction other than Maine.)

AGREEMENT BY

GARELICK FARMS, INC.

surviving corporation

TO PAY DISSENTING SHAREHOLDERS OF DOMESTIC CORPORATIONS AND APPOINTMENT OF SECRETARY OF STATE AS AGENT

Pursuant to 13-A MRSA § 906(4), the undersigned corporation submits the following agreement and appointment of agent to accept service of process.

FIRST: The corporation agrees that it will promptly pay to the dissenting shareholders of any participating domestic corporation the amount, if any, to which they are entitled under Title 13-A (Maine Business Corporation Act) with respect to the rights of dissenting shareholders.

SECOND: The corporation agrees that it may be served with process in the State of Maine in any proceeding to enforce any obligation of a participating domestic corporation or any participating foreign corporation previously subject to suit in the State of Maine, or to enforce the right of dissenting shareholders of any participating domestic corporation against the new corporation.

THIRD: The corporation irrevocably appoints the Secretary of State of Maine as its agent to accept service of process in any such proceedings.

FOURTH: The address to which the Secretary of State may mail a copy of any process in such proceeding is
3811 Turtle Creek Blvd., Suite 1300, Dallas, Texas 75219

FIFTH: The address of the registered office of the corporation is*
1199 W. Central Street, Franklin, Massachusetts 02038

Dated: **December 16, 1998**

Garellick Farms, Inc.

(Surviving Corporation)

By: _____

(signature)

Trac L. Noll, Vice President

(type or print name and capacity)

By: _____

(signature)

Michelle P. Goolsby, Secretary

(type or print name and capacity)

* Give address of registered office in Maine. If the corporation does not have a registered office in Maine, the address given should be the principal or registered office in the State of incorporation.

This document **MUST** be signed by (1) the **Clerk** OR (2) the **President** or a vice-president AND the **Secretary**, an assistant secretary or other officer the bylaws designate as second certifying officer OR (3) if no such officers, a majority of the **directors** or such directors designated by a majority of directors then in office OR (4) if no directors, the holders, or such of them designated by the **holders, of record of a majority of all outstanding shares** entitled to vote thereon OR (5) the **holders of all outstanding shares**.

Form **SS-4**
(Rev. February 1998)
Department of the Treasury
Internal Revenue Service

Application for Employer Identification Number

(For use by employers, corporations, partnerships, trusts, estates, churches,
government agencies, certain individuals, and others. See instructions.)
➤ Keep a copy for your records.

EIN **52-213322**

OMB No. 1545-0003

1 Name of applicant (legal name) (see instructions) Suiza GTL, LLC		3 Executor, trustee, "care of" name	
2 Trade name of business (if different from name on line 1)		5a Business address, if different from address in lines 4a and 4b	
4a Mailing address (street address) (room, apt., or suite no.) 3811 Turtle Creek Blvd., Suite 1300		5b City, state, and ZIP code	
4b City, state, and ZIP code Dallas, Texas 75219			
6 County and state where principal business is located Dallas County, Texas			
7 Name of principal officer, general partner, grantor, owner, or trustor -SSN or ITIN may be required (See instructions) John W. Madden SSN: 453-11-4928			
8a Type of entity (Check only one box.) (see instructions) <i>Caution: If applicant is a limited liability company, see the instructions for line 8a.</i>			
<input type="checkbox"/> Sole proprietor (SSN) <input type="checkbox"/> Partnership <input type="checkbox"/> REMIC <input type="checkbox"/> State/local government <input type="checkbox"/> Church or church-controlled organization <input type="checkbox"/> Other nonprofit organization (specify) ➤ <input type="checkbox"/> Other (specify) ➤		<input type="checkbox"/> Estate (SSN of decedent) <input type="checkbox"/> Plan administrator (SSN) <input checked="" type="checkbox"/> Other corporation (specify) ➤ limited liability company <input type="checkbox"/> Trust <input type="checkbox"/> Federal government / military (enter GEN if applicable)	
8b If a corporation, name the state or foreign country (if applicable) where incorporated		State Delaware Foreign country	
9 Reason for applying (Check only one box.) (see instructions)		<input type="checkbox"/> Banking purpose (specify purpose) ➤	
<input checked="" type="checkbox"/> Started new business (specify type) ➤ Dairy manufacturing		<input type="checkbox"/> Changed type of organization (specify new type) ➤	
<input type="checkbox"/> Hired employees (Check the box and see line 12.)		<input type="checkbox"/> Purchased going business	
<input type="checkbox"/> Created a pension plan (specify type) ➤		<input type="checkbox"/> Created a trust (specify type) ➤	
<input type="checkbox"/> Other (specify) ➤		<input type="checkbox"/> Other (specify) ➤	
10 Date business started or acquired (month, day, year) (see instructions) December 2, 1998		11 Closing month of accounting year (see instructions) December	
12 First date wages or annuities were paid or will be paid (month, day, year). <i>Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (month, day, year).....</i> ➤ December 31, 1998			
13 Highest number of employees expected in the next 12 months. <i>Note: If the applicant does not expect to have any employees during the period, enter -0- (see instructions.).....</i> ➤		Nonagricultural 2,004	Agricultural -0-
14 Principal activity (see instructions) ➤ Manufacture and distribution of dairy and dairy related products		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
15 Is the principal business activity manufacturing?.....		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
If "Yes," principal product and raw material used ➤ Raw milk			
16 To whom are most of the products or services sold? Please check one box.		<input checked="" type="checkbox"/> Business (wholesale) <input type="checkbox"/> N/A	
<input type="checkbox"/> Public (retail) <input type="checkbox"/> Other (specify) ➤		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
17a Has the applicant ever applied for an identification number for this or any other business? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>Note: If "Yes," please complete lines 17b and 17c.</i>			
17b If you checked "Yes" on line 17a, give applicant's legal name and trade name shown on prior application, if different from line 1 or 2 above. Legal name ➤ Trade name ➤			
17c Approximate date when and city and state where the application was filed. Enter previous employer identification number if known. Approximate date when filed (mo., day, year) City and state where filed Previous EIN			
Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.		Business telephone number (include area code) (214) 528-9922	
John W. Madden, Manager		Fax telephone number (include area code) (214) 528-9929	
Name and title (Please type or print clearly.) ➤			

Signature ➤

Date ➤ **December 4, 1998**

Note: Do not write below this line. For official use only.

Please leave
blank ➤

Geo.

Ind.

Class

Size

Reason for applying

27931**12/4/98**

State of Delaware **Exhibit C**
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2972968 8100M

981489358

AUTHENTICATION: 9472249

DATE: 12-18-98

**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>
Garelick 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.

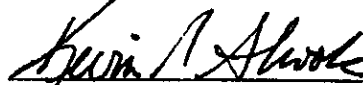
4. The merger shall become effective on upon filing.

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

98 DEC 17 PM 3:56
COMMONWEALTH OF MASSACHUSETTSFEDERAL IDENTIFICATION NO. _____
FEDERAL IDENTIFICATION NO. _____

Examiner _____

The Commonwealth of Massachusetts**William Francis Galvin**

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ~~CONSOLIDATION~~ *MERGER
(General Laws, Chapter 156B, Section 83A)~~CONSOLIDATION~~ *merger of

- (1) Garelick Farms, Inc., a Massachusetts corporation (FIN. 04-2531955),
- (2) Scangas Bros. Holdings, Inc., a Massachusetts corporation (FIN. 04-2607519),
- (3) West Lynn Creamery, Inc., a Massachusetts corporation (FIN. 04-2215921),
- (4) West Lynn Creamery Realty Corp., a Massachusetts corporation (FIN. 04-2232115),
- (5) Miscoe Springs, Inc., a Massachusetts corporation (FIN. 04-2943127),
- (6) Suiza GTL, LLC, a Delaware limited liability Company (FIN. 52-2133221),

the constituent ~~entities~~ , intoSuiza GTL, LLC~~CONSOLIDATION~~ *one of the constituent ~~entities~~ organized under the laws of: DelawareThe undersigned officers of each of the constituent ~~entities~~ certify under the penalties of perjury as follows:

1. An agreement of ~~CONSOLIDATION~~ *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 83A, and will be kept as provided by Subsection (c) thereof. The ~~resulting~~ *surviving entity will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent entity, upon written request and without charge.

2. The effective date of the ~~CONSOLIDATION~~ *merger determined pursuant to the agreement of ~~CONSOLIDATION~~ *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)

**The following amendments to the Articles of Organization of the *surviving entity* have been effected pursuant to the agreement of merger:

NONE

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

C ☐
P ☐
M ☐
R.A. ☐

*Delete the inapplicable words.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

******(c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

******(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

******(e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not* a *permanent* part of the Articles of Organization of the *resulting / *surviving corporation.

(a) The street address of the *resulting / *surviving corporation *in Massachusetts* is: *(post office boxes are not acceptable)*

*******If there are no provisions state "None".*

(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:			
Clerk:			
Directors:			

(c) The fiscal year end (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of:

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:

Item 5 below may be deleted if the ~~resulting~~/surviving entity is organized under the laws of Massachusetts.

5. The ~~resulting~~ / *surviving entity hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign entity qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the ~~resulting~~ *surviving entity, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the entity in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS (See Attachment "A")

The undersigned *President / *Vice President and *Clerk / *Assistant Clerk of _____, a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 83A.

_____, *President / *Vice President

_____, *Clerk / *Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS (See Attachment "A")

The undersigned, † _____ and †† _____, of _____, a corporation organized under the laws of _____, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly adopted by such corporation in the manner required by the laws of _____.

*Delete the inapplicable words.

†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.

††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† _____

†† _____

ATTACHMENT "A"

EXECUTIONS UNDER PENALTY OF PERJURY

FOR MASSACHUSETTS CORPORATIONS

Garelick Farms, Inc.:

The undersigned Vice President and Secretary of ^{*(Clerk)} **Garelick Farms, Inc.**, a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 83A

_____, Tracy L. Noll, Vice President

_____, Michelle P. Goolsby, Secretary (Clerk)

Scangas Bros. Holdings, Inc.:

The undersigned Vice President and Secretary of ^{*(Clerk)} **Scangas Bros. Holdings, Inc.**, a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 83A.

_____, Tracy L. Noll, Vice President

_____, Michelle P. Goolsby, Secretary (Clerk)

West Lynn Creamery, Inc.:

The undersigned Vice President and Secretary of ^{*(Clerk)} **West Lynn Creamery, Inc.**, a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 83A.

_____, Tracy L. Noll, Vice President

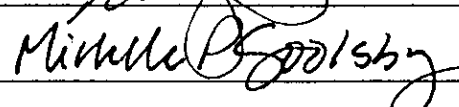
_____, Michelle P. Goolsby, Secretary (Clerk)

West Lynn Creamery Realty Corp.:

*(Clerk)

The undersigned Vice President and Secretary of **West Lynn Creamery Realty Corp.**, a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 83A.


_____, Tracy L. Noll, Vice President

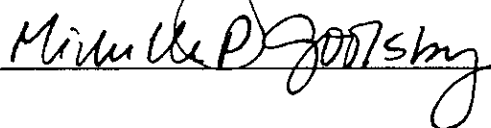

_____, Michelle P. Goolsby, Secretary (Clerk)

Miscoe Springs, Inc.:

*(Clerk)

The undersigned Vice President and Secretary of **Miscoe Springs, Inc.**, a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 83A.

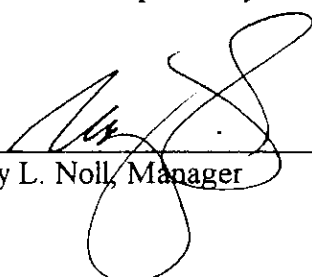

_____, Tracy L. Noll, Vice President


_____, Michelle P. Goolsby, Secretary (Clerk)

**FOR ENTITIES ORGANIZED IN A
STATE OTHER THAN MASSACHUSETTS**

Suiza GTL, LLC:

The undersigned manager of **Suiza GTL, LLC**, a limited liability company organized under the laws of Delaware, further states under the penalties of perjury that the agreement of merger has been duly adopted by such limited liability company in the manner required by the laws of Delaware.



Tracy L. Noll, Manager

98 DEC 17 PM 3:56
 COMMONWEALTH DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ~~CONSOLIDATION~~ / *MERGER

(General Laws, Chapter 156B, Section 83A)

I hereby approve the within Articles of ~~CONSOLIDATION~~ / *Merger and,
 the filing fee in the amount of \$ _____, having been paid,
 said articles are deemed to have been filed with me this _____
 day of _____, 19 _____.

Effective date _____

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Kevin R. Shook

HUGHES & LUCE, L.L.P.

1717 Main Street, Suite 2800

Dallas, Texas 75201

Telephone: (214) 939-5613

FILED

DEC 17 1998

SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

**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 Delaware limited liability company, for the purpose of merging with other entities, and being the surviving entity, hereby certifies that:

1. The federal identification number of each entity involved, and the federal identification number of the surviving entity are as follows:

<u>Name</u>	<u>Federal ID No.</u>
Garelick Farms, Inc.	04-2531955
Scangas Bros. Holdings, Inc.	04-2607519
West Lynn Creamery, Inc.	04-2215921
West Lynn Creamery Realty Corp.	04-2232115
Miscoe Springs, Inc.	04-2943127
Suiza GTL, LLC	52-2133221

2. The name and office location of each of the limited liability companies or other business entities that are constituent entities are:

<u>Name</u>	<u>Address</u>
Garelick Farms, Inc.	1199 W. Central Street Franklin, Massachusetts 02038
Scangas Bros. Holdings, Inc.	1199 W. Central Street Franklin, Massachusetts 02038
West Lynn Creamery, Inc.	1199 W. Central Street Franklin, Massachusetts 02038
West Lynn Creamery Realty Corp.	1199 W. Central Street Franklin, Massachusetts 02038
Miscoe Springs, Inc.	1199 W. Central Street Franklin, Massachusetts 02038
Suiza GTL, LLC	1199 W. Central Street Franklin, Massachusetts 02038

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

<u>Name</u>	<u>Date of Formation</u>	<u>Jurisdiction</u>
Garelick Farms, Inc.	10/23/73	Massachusetts
Scangas Bros. Holdings, Inc.	12/27/76	Massachusetts
West Lynn Creamery, Inc.	01/22/57	Massachusetts
West Lynn Creamery Realty Corp.	01/22/57	Massachusetts
Miscoe Springs, Inc.	12/22/86	Massachusetts
Suiza GTL, LLC	12/02/98	Delaware

4. The merger has been duly adopted in accordance with the laws of the State of Delaware, under which Suiza GTL, LLC was organized.

5. The merger shall become effective upon filing.

6. The agreement of merger is on file at the following place of business of the surviving limited liability company: Suiza GTL, LLC, 1199 W. Central Street, Franklin, Massachusetts 02038.

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

8. Suiza GTL, LLC, the surviving entity is not an entity organized under the laws of the Commonwealth of Massachusetts, and does agree that if it does not continually maintain an agent for service of process in the Commonwealth, to appoint irrevocably the Secretary of the Commonwealth to be its true and lawful attorney upon whom all lawful process in any action or proceeding in the Commonwealth may be served in the manner set forth in M.G.L. c. 181, § 15;

9. The name of its registered agent in the Commonwealth and the address of the registered office shall be: Corporation Service Company, 84 State Street, Boston, Massachusetts 02109.

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

11. The name of each manager of Suiza GTL, LLC is: Gregg L. Engles, Alan J. Bernon, Tracy L. Noll, and Gary E. Hanman.


12. The name of each person authorized to execute documents to filed with the Division are as follows:

<u>Name</u>	<u>Office</u>
Gregg L. Engles	Chief Executive Officer
Alan J. Bernon	President
Steve Lincoln	Executive Vice President
Ray Whitehead	Vice President and Chief Financial Officer
Arthur Pappathanasi	Vice President
William P. Brick	Vice President
Barry A. Fromberg	Vice President
Michelle P. Goolsby	Vice President and Secretary
G. Irwin Gordon	Vice President
J. Michael Lewis	Vice President
Tracy L. Noll	Vice President
Angela B. Miro	Assistant Secretary

12. The name of each person authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property are as follows:

<u>Name</u>	<u>Office</u>
Gregg L. Engles	Chief Executive Officer
Alan J. Bernon	President
Steve Lincoln	Executive Vice President
Ray Whitehead	Vice President and Chief Financial Officer
Arthur Pappathanasi	Vice President
William P. Brick	Vice President
Barry A. Fromberg	Vice President
Michelle P. Goolsby	Vice President and Secretary
G. Irwin Gordon	Vice President
J. Michael Lewis	Vice President
Tracy L. Noll	Vice President
Angela B. Miro	Assistant Secretary

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the ____ day of December, 1998, and is being filed in accordance with 950 CMR 112.10 by an authorized person of the surviving foreign limited liability company.



 Michelle P. Goolsby
 Vice President and Secretary

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2972968 8100

AUTHENTICATION: 1521580

010659695

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.

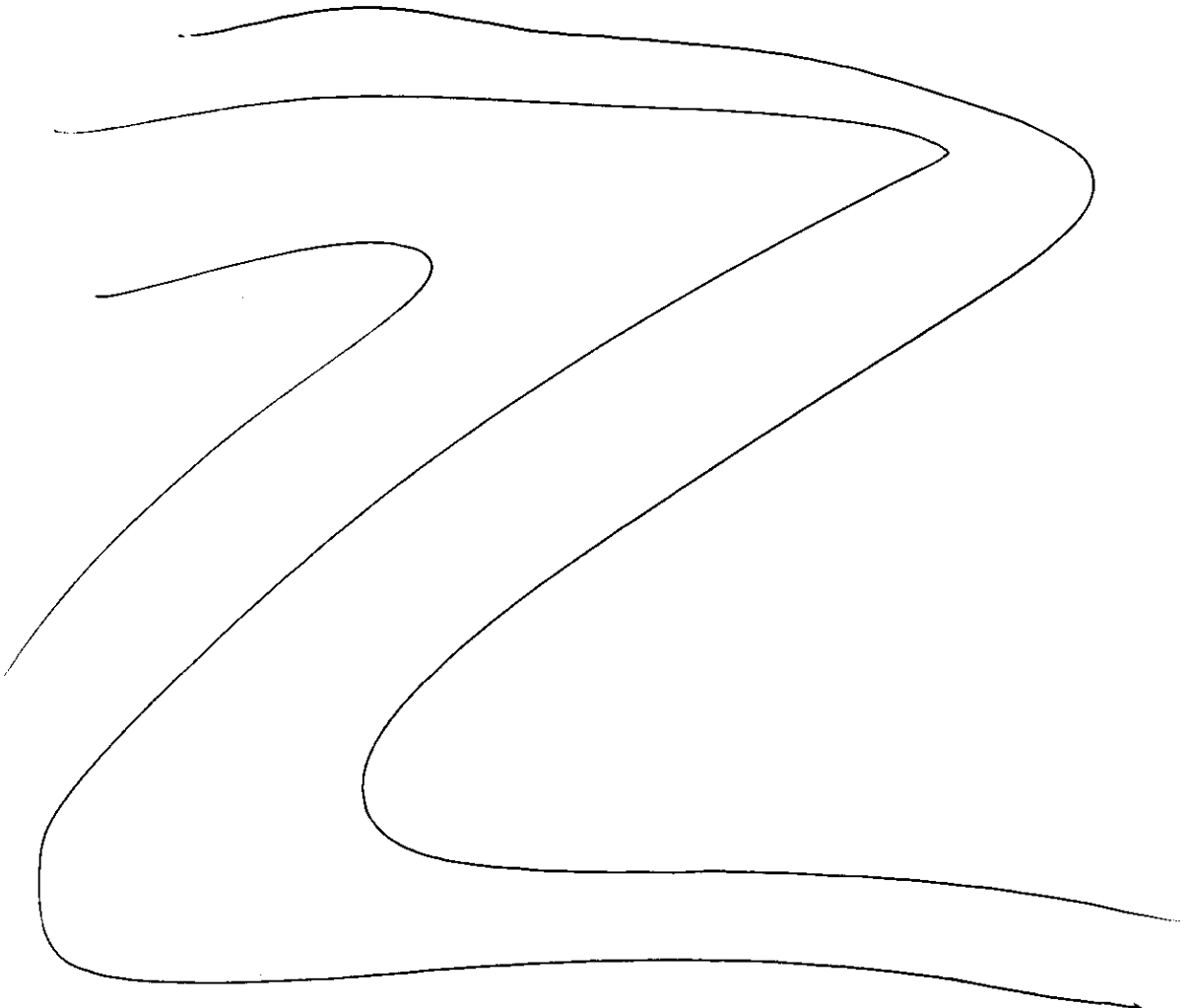
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:10 AM 12/21/2001
010659695 - 2972968

009346.00109:632852.02

Dated as of December 21, 2001.

SUIZA GTL, LLC

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



Delaware

Exhibit E

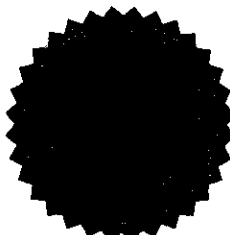
PAGE 1

The First State

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 "DEAN NORTHEAST, LLC", CHANGING ITS NAME FROM "DEAN NORTHEAST, LLC" TO "GARELICK FARMS, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2006, AT 1:01 O'CLOCK P.M.

2972968 8100

060392255

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4701975

DATE: 04-27-06

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF FORMATION
OF
DEAN NORTHEAST, LLC**

* * * * *

It is hereby certified that:

1. The name of the limited liability company (the "Limited Liability Company") is Dean Northeast, LLC.
2. The certificate of formation of the Limited Liability Company is hereby amended by striking out Article 1 thereof and by substituting in lieu of said Article the following new Article 1:
 - "1. The name of the limited liability company (the "Limited Liability Company") is Garelick Farms, LLC."

Executed on April 27th, 2006

DEAN NORTHEAST, LLC

By 

Nancy F. Duesel, Vice President & Authorized Person

Delaware

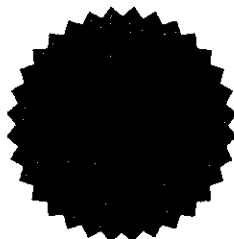
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GARELICK FARMS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GARELICK FARMS, LLC" WAS FORMED ON THE SECOND DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4701976

2972968 8300

060392255

DATE: 04-27-06

Delaware

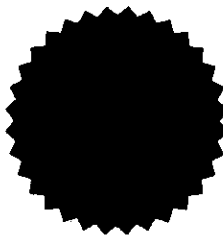
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ATTEST: WORC. Anthony J. Vigliotti, Register