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SECRETARY OF STATE

CERTIFICATE OF WITHDRAWAL OF
KELLOGG CREDIT CORPORATION
FROM INTRASTATE BUSINESS IN THE STATE OF IDAHO

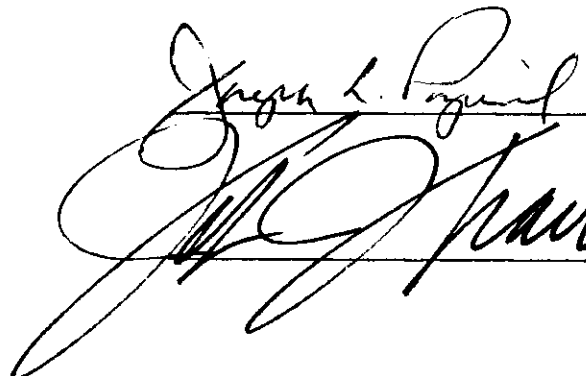
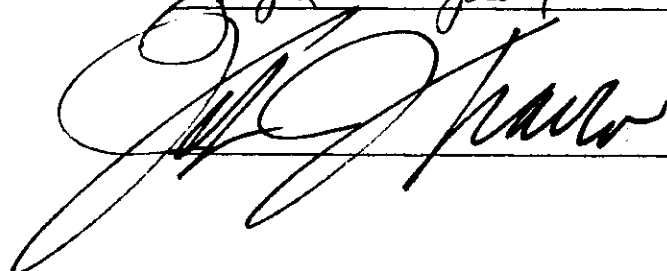
In accordance with the provisions of Chapter 133 of the Session Laws of 1937 of the State of Idaho, and by authority of Kellogg Credit Corporation, a corporation organized and existing under the laws of the State of Delaware, we, the undersigned, Joseph L. Pospisil, Executive Vice President and John J. Navin, Secretary, respectively, of said corporation, do hereby certify and declare as follows:

That said corporation hereby surrenders its authority to trans-act intrastate business in the State of Idaho;

That said corporation hereby consents that process against it in any action upon any liability or obligation incurred within the State of Idaho prior to the filing of this certificate in the office of the Secretary of State of said State may be served upon said Secretary of State;

That the Secretary of State of the State of Idaho may mail a copy of any process against said corporation that may be served upon him to Kellogg Credit Corporation, whose post-office address is 320 Park Avenue, New York, New York 10022.

IN WITNESS WHEREOF, We have subscribed our names and caused the seal of said corporation to be affixed hereto, this 30th day of July, 1963.

 _____, Executive Vice President
 _____, Secretary