

CERTIFICATE OF AUTHORITY OF

KELLOGG NEWCO ONE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify	that
KELLOGG NEWCO ONE, INC.	
duplicate originals of an Application of	
for a Certificate of Authority to transact business in this St	late.
July signal and society of the state of the	
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act.	iave
been received in this office and are found to conform to law.	
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certification	te of
KELLOGG NEWCO ONE, INC.	(2.0)
Authority to	· showers
to transact business in this State under the name	
and attach hereto a duplicate original of the Applica	ition
for such Certificate.	
Dated December 18, 1987	
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CAT SEAR	
St. of Comme	
SECRETARY OF STATE	
to the truster	^
Corporation Clerk	
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APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

o the Secretary of State of Idaho Pursuant to Section 30-1-110, I	daho Code, the undersign	SEC ATE ATE
uthority to transact business in you	er State, and for that purp	ose submits the following statement:
. The name of the corporation is _	TOTAL COOK STREET	ONE, INC.
2. The name which it shall use in Ide	aho is <u>KELLOGG NE</u>	CO ONE. INC.
(To be used only when required Board of Directors resolution ad		name already on file. Must be accompanied by daho.)
. It is incorporated under the laws	of <u>Delaware</u>	
. The date of its incorporation is _	11/13/87	and the period of its duration
s Perpetual	•	
		nder the laws of which it is incorporated is
229 South State St	reet. Dover. Delay	ware 19901
. The address to which correspond		
	i isi	
System, Inc., One Capit	tal Center, 999 Mai	c/o The Prentice-Hall Corporation
The street address of its proposed System, Inc., One Capit Boise, Idaho 83702	tal Center, 999 Mai	n Street
System, Inc., One Capit Boise, Idaho 83702	tal Center, 999 Mai	n Street , and the name of its propose
Boise, Idaho 83702 registered agent in Idaho at that a	address is The Prentic	n Street , and the name of its propose e-Hall Corporation System, Inc.
System, Inc., One Capit Boise, Idaho 83702 registered agent in Idaho at that a	address is The Prentic	n Street, and the name of its proposed e-Hall Corporation System, Inc. e transaction of business in Idaho are:
System, Inc., One Capit Boise, Idaho 83702 registered agent in Idaho at that a The purpose or purposes which i Mercantile, tradin construction busin	address is The Prentic it proposes to pursue in the ig, manufacturing, ness of any charact	n Street, and the name of its proposed e-Hall Corporation System, Inc. e transaction of business in Idaho are: fabricating, contracting and ter and description and to do
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Name	Office	Address
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		*
. The corporation accepts	and shall comply with the new	reinions of the Constitution and the laws of the State of
idaho.		The state of the state of the state of
. This Application is acco	mpanied by a certificate of Co	operate Status or Enforcemen, duly nutbenticated by th
		have of which it is incorporated.
ated: 12/11/6	' >	
	<u>KI</u>	ELLOGG NEWCO ONE, INC.
		(Corporation Number)
	- Yaltur	the Fried
	Patrick J. Link	Ite Penidentj Vice Popilifunt (please specify)
	//.	Man M Dillan
		ism M. Kelleguno
	Allison G. Pellegrino	his Secretary/Accintant Secriptor (please specify)
ATE OF New Hamp	shire)	O
UNTY OF _Rockingh) 05:	
CHILDY	<u> </u>	
1. Sally M. Ga	11up	. a netary public, do hereby certify that on
11.11		
1146	_day of	be , 1962) , personally appeared before
Patrick I link		
	(, who being by me first duly sworn, declared that (s)he
he Vice President	of KELLOGG	NEWCO ONE, INC.
	A	••
	ed an tou	sident of the corporation and that
t (s)he signed the foregoing	an are use:	
t (s)he signed the foregoing statements therein contain		
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KELLOGG NEWCO ONE. INC. Officer & Directors List

DIRECTORS

Paul M. Montrone 153 Kensington Road Hampton Falls, NH 03844

Marc I. Stern 1655 La Jolla Rancho Road La Jolla, CA 92037

OFFICERS

Paul M. Montrone, President SEE ABOVE

Robert J. Barone, Vice President 10 Sea Road Rye, NH 03862

William V. Buccella, Vice President and Assistant Secretary 6714 Muirlands Drive La Jolla, CA 92037

Salvatore J. Caltagirone, Vice President and Assistant Treasurer 5 Blueberry Circle Andover, MA 01810

Clifford T. Dirkes, Vice President, Assistant Secretary and Assistant Treasurer 47 Treadwell Avenue Madison, NJ 07940

Patrick J. Link, Vice President and Assistant Secretary 11 River Road Hampton, NH 03844

OFFICERS

Paul M. Meister, Vice President and Treasurer 6505 Caminto Sinnecock La Jolla, CA 92037

Christopher J. Reinhard, Vice President and Secretary 4066 Avenida Brisa Rancho Santa Fe, CA

Ronald I. Simon, Vice President 1740 El Camino Del Teatro La Jolla, CA 92037

Marc I. Stern, Vice President SEE ABOVE

Mark A. Underber, Vice President and Assistant Secretary 164 West 79th Street Apt. 5B New York, New York 10024

Dale L. Ziegler, Vice President 11255 North Torrey Pines Rd. La Jolla, CA 92037

Joseph D. Schneid, Assistant Secretary and Assistant Treasurer RFD1 Route 111A, Brentwood Rd. Exeter, NH 03833

Allison G. Pellegrino, Assistant Secretary Merriam Street Ext Berwick, ME 03901



RECEIVED SEC. OF STATE

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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY KELLOGG NEWCO ONE, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: 11500994

DATE: 12/15/1987