

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is KELLOGG NEWCO ONE, INC.

2. The name which it shall use in Idaho is KELLOGG NEWCO ONE, INC.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is 11/13/87 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

229 South State Street, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, 999 Main Street Boise, Idaho 83702

, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Mercantile, trading, manufacturing, fabricating, contracting and construction business of any character and description and to do all things incidental to any such business.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHMENT		

(continued on reverse)

Name

Office

Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 12/11/87

KELLOGG NEWCO ONE, INC.

(Corporation Name)

By Patrick J. Link

Patrick J. Link In President/Vice President (please specify)

and Allison G. Pellegrino

Allison G. Pellegrino Its Secretary/Assistant Secretary (please specify)

STATE OF New Hampshire)

COUNTY OF Rockingham) ss:

I, Sally M. Gallup, a notary public, do hereby certify that on this 11th day of December, 1987, personally appeared before me Patrick J. Link, who being by me first duly sworn, declared that (s)he is the Vice President of KELLOGG NEWCO ONE, INC.

that (s)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Sally M. Gallup
Notary Public

MY COMMISSION EXPIRES:

12/16/91

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



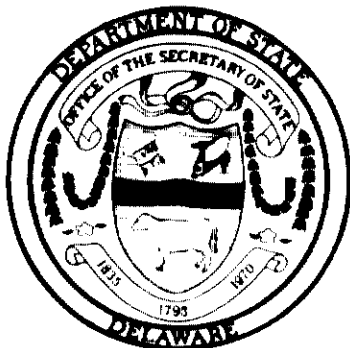
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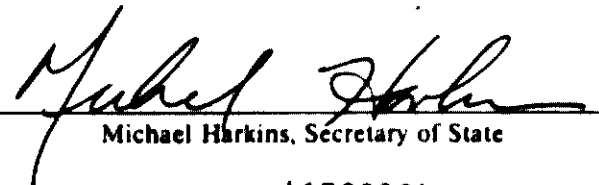
Office of Secretary of State

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