

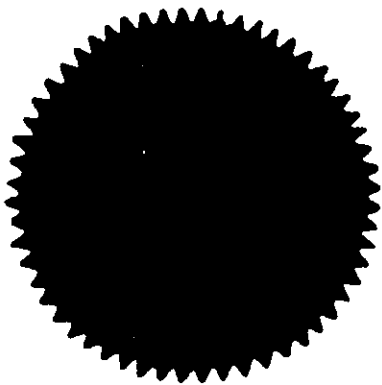


**Office of Secretary of State.**

*I, Elisha C. Dukes, Secretary of State of the State of Delaware,*  
do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Amendment of Certificate of Incorporation of the  
"JEWEL COMPANIES, INC.", as received and filed in this office the  
fifteenth day of June, A.D. 1966, at 8:30 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this fifteenth day  
of June in the year of our Lord  
one thousand nine hundred and sixty-six.



*Elisha C. Dukes*

Secretary of State

*J. P. Dumas*

Ass't Secretary of State

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

Jewel Companies, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"The name of the corporation is Jewel Tea Co., Inc."

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of Section 223 of The General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of Delaware.

IN WITNESS WHEREOF, said Jewel Companies, Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by R. S. Oldberg, its Vice President, and H. C. Michaelsen, Jr., its Assistant Secretary, this 15th day of June, 1966.

JEWEL COMPANIES, INC.  
CORPORATE SEAL  
1966  
(~~XXXXXXXXXXXX~~)XDELAWARE

JEWEL COMPANIES, INC.  
By R. S. Oldberg  
Vice President

By H. C. Michaelsen, Jr.  
Assistant Secretary

STATE OF ILLINOIS }  
COUNTY OF COOK } SS

BE IT REMEMBERED that on this 15th day of June, A.D. 1966, personally came before me Jeanette Pruim a Notary Public in and for the County and State aforesaid, R. S. Oldberg, Vice President of Jewel Companies, Inc., a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said R. S. Oldberg as such Vice President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said Vice President and of the Assistant Secretary of said corporation to said foregoing certificate are in the handwriting of the said Vice President and Assistant Secretary of said corporation respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

JEANETTE PRUIM  
NOTARY PUBLIC  
COOK COUNTY, ILL.

(SEAL)

Jeanette Pruim  
Notary Public