

State of Idaho

Office of the Secretary of State

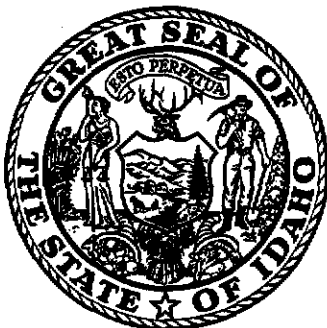
**CERTIFICATE OF AUTHORITY
OF
PEPSI-COLA ADVERTISING AND MARKETING, INC.**

File Number C 184785

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: October 13, 2009



Ben Ysursa
SECRETARY OF STATE

By *Sherry DeWitt*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:
Pepsi-Cola Advertising and Marketing, Inc.
2. The name which it shall use in Idaho is: Pepsi-Cola Advertising and Marketing, Inc.
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: 7/15/2002
5. The address of its principal office is:
700 Anderson Hill Road, Purchase NY 10577
6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: 1423 Tyrell Lane, Boise ID 83706
and its registered agent in Idaho at that address is: National Registered Agents Inc.
8. The names and respective business addresses of its directors and officers are:

Name	Title	Business Address
<u>Hugh Johnston</u>	<u>President</u>	<u>700 Anderson Hill Road, Purchase NY 10577</u>
<u>Sarah E. Bergman</u>	<u>Vice President</u>	<u>700 Anderson Hill Road, Purchase NY 10577</u>
<u>Sarah E. Bergman</u>	<u>Asst. Secretary</u>	<u>700 Anderson Hill Road, Purchase NY 10577</u>
<u>J. Darrell Thomas</u>	<u>Treasurer</u>	<u>700 Anderson Hill Road, Purchase NY 10577</u>
<u>Kathryn L. Carson</u>	<u>Director</u>	<u>700 Anderson Hill Road, Purchase NY 10577</u>
<u>Christine Griff</u>	<u>Director</u>	<u>700 Anderson Hill Road, Purchase NY 10577</u>

Dated: July 21, 2009

Signature: Charles Mueller

Typed Name: Charles Mueller

Capacity: Vice President

[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

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Revised 06/2005

IDAHO SECRETARY OF STATE
10/13/2009 05:00
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Web Form

C184785

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PEPSI-COLA ADVERTISING AND MARKETING, 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 SIXTH DAY OF OCTOBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PEPSI-COLA ADVERTISING AND MARKETING, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF JULY, A.D. 2002.

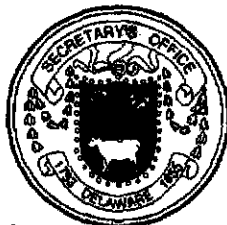
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7569097

DATE: 10-06-09