

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:

RECEIVED
SECRETARY OF STATE

1. The name of the corporation is PepsiCo, Inc. 88 JAN 29 AM 9 20

2. The name which it shall use in Idaho is _____

(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 North Carolina

4. The date of its incorporation is November 13, 1986 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 213 Broad Street, New Bern, Craven County, North Carolina 28560

6. The address to which correspondence should be addressed, if different from that in item 5. 700 Anderson Hill Road, Purchase, NY 10577

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: Soft drinks, snack foods and restaurant businesses.

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

Name	Office	Address
SEE ATTACHMENT		

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by class, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
600,000,000	Capital Stock	1-2/3¢ par value

11. The aggregate number of its issued shares, itemized by class, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
287,700,000 (as per 10-Q for quarter ended 9/5/87)	Capital Stock	1-2/3¢ par value

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

13. 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: January 7, 1988

PepsiCo, Inc.

(Corporation Name)

By

Douglas M. Cram

SMK

President/Vice President (please specify)

and

[Signature]

SMK

Its Secretary/Assistant Secretary (please specify)

STATE OF NEW YORK)

COUNTY OF WESTCHESTER) ss:

I, Nancy J. Kirshner, a notary public, do hereby certify that on this 7th day of January, 1988, personally appeared before me Douglas M. Cram, who being by me first duly sworn, declared that he is the Vice President of PepsiCo, Inc.

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

Nancy J. Kirshner

Notary Public NANCY J. KIRSHNER

Notary Public, Sta. NY

No. 4744681

Qualified in Westchester County

Term Expires January 31, 1990

DIRECTORS OF PEPSICO, INC.

<u>Name</u>	<u>Address</u>
D. Wayne Calloway	700 Anderson Hill Road Purchase, New York 10577
Frank T. Cary	700 Anderson Hill Road Purchase, New York 10577
William T. Coleman, Jr.	700 Anderson Hill Road Purchase, New York 10577
Roger A. Enrico	700 Anderson Hill Road Purchase, New York 10577
Clifton C. Garvin, Jr.	700 Anderson Hill Road Purchase, New York 10577
Michael H. Jordan	700 Anderson Hill Road Purchase, New York 10577
Donald M. Kendall	700 Anderson Hill Road Purchase, New York 10577
John J. Murphy	700 Anderson Hill Road Purchase, New York 10577
Andrall E. Pearson	700 Anderson Hill Road Purchase, New York 10577
Sharon Percy Rockefeller	700 Anderson Hill Road Purchase, New York 10577
Robert H. Stewart, III	700 Anderson Hill Road Purchase, New York 10577
Robert S. Strauss	700 Anderson Hill Road Purchase, New York 10577
Arnold R. Weber	700 Anderson Hill Road Purchase, New York 10577

OFFICERS OF PEPSICO, INC.

Name and Title

Address

D. Wayne Calloway Chairman of the Board and Chief Executive Officer	700 Anderson Hill Road Purchase, New York 10577
Donald M. Kendall Chairman of the Executive Committee	700 Anderson Hill Road Purchase, New York 10577
Robert G. Dettmer Executive Vice President and Chief Financial Officer	700 Anderson Hill Road Purchase, New York 10577
Randall C. Barnes Senior Vice President, Strategic Planning and New Business Development	700 Anderson Hill Road Purchase, New York 10577
J. Roger King Senior Vice President, Personnel	700 Anderson Hill Road Purchase, New York 10577
Edward V. Lahey, Jr. Senior Vice President, General Counsel and Secretary	700 Anderson Hill Road Purchase, New York 10577
Joseph F. McCann Senior Vice President, Public Affairs	700 Anderson Hill Road Purchase, New York 10577
Robert L. Carleton Vice President and Controller	700 Anderson Hill Road Purchase, New York 10577
Donovan R. Christopherson Vice President, Restaurant Development	700 Anderson Hill Road Purchase, New York 10577
Leonard Schutzman Vice President and Treasurer	700 Anderson Hill Road Purchase, New York 10577

Name and Title

Address

Gerard W. Casey
Vice President and Assistant
General Counsel

700 Anderson Hill Road
Purchase, New York 10577

Douglas M. Cram
Vice President and Corporate
Division Counsel

700 Anderson Hill Road
Purchase, New York 10577

Allan B. Deering
Vice President, Management
Information Services

700 Anderson Hill Road
Purchase, New York 10577

Lawrence F. Dickie
Vice President, Associate
General Counsel and
Assistant Secretary

700 Anderson Hill Road
Purchase, New York 10577

James H. Ditkoff
Vice President, Taxes

700 Anderson Hill Road
Purchase, New York 10577

John J. Flaherty
Vice President and
General Auditor

700 Anderson Hill Road
Purchase, New York 10577

James M. Griffith
Vice President,
Public Relations

700 Anderson Hill Road
Purchase, New York 10577

Donald T. Haman
Vice President,
Tax Administration

700 Anderson Hill Road
Purchase, New York 10577

Joseph J. Joyce
Vice President and
Assistant General Counsel

700 Anderson Hill Road
Purchase, New York 10577

Margaret D. Moore
Vice President,
Investor Relations

700 Anderson Hill Road
Purchase, New York 10577

Robert I. Pagnucco
Vice President and Associate
General Counsel

700 Anderson Hill Road
Purchase, New York 10577

Name and Title

Address

Charles W. Rogers, III
Vice President, Compensation
and Benefits

700 Anderson Hill Road
Purchase, New York 10577

David L. Wright
Vice President,
Government Affairs

700 Anderson Hill Road
Purchase, New York 10577

STATE OF
NORTH
CAROLINA



RECEIVED
SECRETARY OF STATE
88 JAN 29 11:11 AM

I, THAD EURE, Secretary of State of the State of North Carolina, do hereby certify that

PEPSICO, INC.

is a corporation regularly created, organized and existing under the laws of the State of North Carolina, having been incorporated on the 13th day of November, 1986;

AND I FURTHER certify that said corporation is an active North Carolina corporation and is in good standing in this State so far as is disclosed by the records of my office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal.

DONE IN OFFICE at Raleigh, this the 22nd day of January, 1988 .

A handwritten signature in black ink, appearing to read "Thad Eure", written over a faint circular stamp or seal.

Secretary of State