

State of Idaho

Department of State

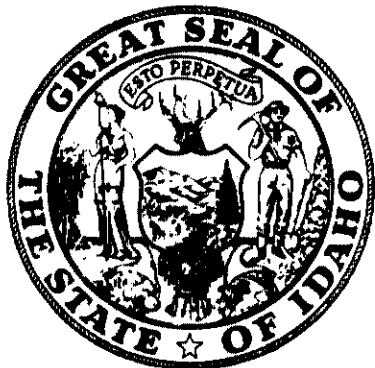
CERTIFICATE OF AUTHORITY OF

PLANTERS LIFESAVERS COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of PLANTERS LIFESAVERS COMPANY for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have 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 Certificate of Authority to PLANTERS LIFESAVERS COMPANY to transact business in this State under the name PLANTERS LIFESAVERS COMPANY and attach hereto a duplicate original of the Application for such Certificate.

Dated **September 20, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth Zabala

Corporation Clerk

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.

SEP 20 6 48 AM '90
SECRETARY OF STATE

1. The name of the corporation is Planters LifeSavers Company

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 Delaware

4. The date of its incorporation is October 16, 1987 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 c/o The Prentice-Hall Corporation System, Inc. 32 Loockerman Square, Suite L-100, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5. 1100 Reynolds Boulevard, Winston-Salem, North Carolina 27102

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, 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: Sale of confections and snack foods.

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

Name	Office	Address
See Attached Rider		

(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: September 11, 1990

Planters LifeSavers Company

(Corporation Name)

By David P. Sleet

Its President/ Vice President (please specify)

and Suzanne S. Jowdy Secretary

Its Secretary/ Assistant Secretary (please specify)

STATE OF North Carolina)

COUNTY OF Forsyth) ss:

I, Kathleen T. Speas, a notary public, do hereby certify that on this 11th day of September, 19 90, personally appeared before me Suzanne S. Jowdy, who being by me first duly sworn, declared that (s)he is the Secretary of Planters LifeSavers Company

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



OFFICIAL SEAL
KATHLEEN T. SPEAS
County of Forsyth
Notary Public, North Carolina

Kathleen T. Speas
Notary Public

My Commission expires November 30, 1990

PLANTERS LIFESAVERS COMPANY

Directors

/12/88 Dolph W. von Arx 1100 Reynolds Blvd., Winston-Salem, NC 27102
7/89 David P. Sheets 1100 Reynolds Blvd., Winston-Salem, NC 27102
7/89 Suzanne L. Jowdy 1100 Reynolds Blvd., Winston-Salem, NC 27102
7/89 Robert F. Sharpe, Jr. 1301 Avenue of the Americas, New York, NY 10019

Officers

/21/88 Dolph W. von Arx 1100 Reynolds Blvd., Winston-Salem, NC 27102
Chairman, President and Chief Executive Officer
/21/88 David P. Sheets 1100 Reynolds Blvd., Winston-Salem, NC 27102
Vice President Controller and Treasurer
7/88 Norman G. Jungmann 1100 Reynolds Blvd., Winston-Salem, NC 27102
Vice President Operations
/21/88 Cheryl A. Bachelder 1100 Reynolds Blvd., Winston-Salem, NC 27102
Vice President Marketing
14/89 Scott J. Frey 1100 Reynolds Blvd., Winston-Salem, NC 27102
Vice President Field Sales
14/89 George W. Smith 1100 Reynolds Blvd., Winston-Salem, NC 27102
Vice President Sales Operations
7/88 Gary L. Eckenroth 1100 Reynolds Blvd., Winston-Salem, NC 27102
Vice President Personnel
7/88 James P. Giles 1100 Reynolds Blvd., Winston-Salem, NC 27102
Vice President Quality Assurance
14/89 Wayne J. Puglia 1100 Reynolds Blvd., Winston-Salem, NC 27102
Staff Vice President Research and Development
14/89 Robert F. Sharpe, Jr. 1301 Avenue of the Americas, New York, NY 10019
Vice President
7/88 Suzanne L. Jowdy 1100 Reynolds Blvd., Winston-Salem, NC 27102
Secretary
14/89 H. Colin McBride 1301 Avenue of the Americas, New York, NY 10019
Assistant Secretary
14/89 Suzanne P. Jenney 1301 Avenue of the Americas, New York, NY 10019
Assistant Secretary
4/88 Robert C. Witzel 7 Campus Dr., Parsippany, NJ 07054
Assistant Treasurer
14/89 Guli R. Rajani 1301 Avenue of the Americas, New York, NY 10019
Assistant Treasurer
7/88 William Apostolides 1301 Avenue of the Americas, New York, NY 10019
Assistant Treasurer

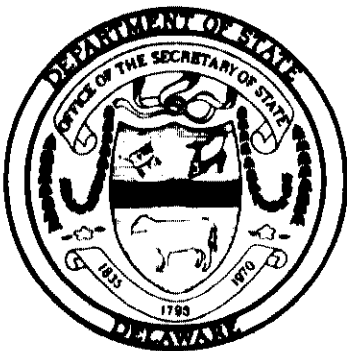


SEP 20 6 45 AM '90
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY PLANTERS LIFESAVERS COMPANY 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
Michael Harkins, Secretary of State

AUTHENTICATION: 12794977

DATE: 09/18/1990