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State of Idaho

Department of State

CERTIFICATE OF WITHDRAWAL OF

NABISCO BRANDS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NABISCO BRANDS, INC. for a Certificate of Withdrawal from 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 Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: September 24, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shirley J. Clark

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SEC. OF STATE
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APPLICATION FOR
CERTIFICATE OF WITHDRAWAL

To the Secretary of State of the State of Idaho:

Pursuant to Section 10-10-18 Idaho Code, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

1. The name of the corporation is Nabisco Brands, Inc.
The name which it used in Idaho is Nabisco Brands, Inc.
2. It is incorporated under the laws of Delaware
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation that may be mailed is RJR Nabisco, Inc.
Law Dept., 1301 Avenue of the Americas, New York, NY 10019
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By

Robert F. Sharpe, Jr.

Its President

And

Suzanne P. Jerney

Its Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

I, _____, a notary public, do hereby certify that on this
14th day of September, 19 92, personally appeared
before me Robert F. Sharpe, Jr., who being by me first duly sworn,
declared that he is the President of Nabisco Brands, Inc.

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

Notary Public, State of New York
No. 31-3550427
Qualified in New York County
Commission Expires April 30, 1993

Deborah M. Rothman
Notary Public