

# State of Delaware

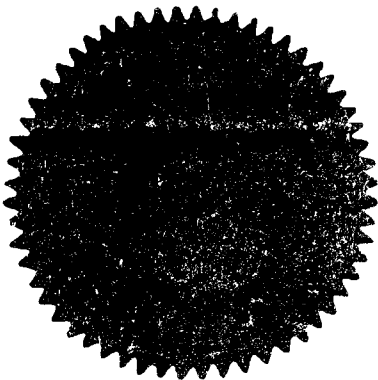


## Office of Secretary of State.

*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  
"KEEBLER COMPANY", as received and filed in this office the  
seventh day of June, A.D. 1966, at 4:30 o'clock P.M.

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



*Elisha C. Dukes*

Secretary of State

*A. F. H.*

Asst Secretary of State

KEEBLER COMPANY

CERTIFICATE OF AMENDMENT

of

CERTIFICATE OF INCORPORATION

Pursuant to Sections 228 and 242 of the General Corporation  
Law of the State of Delaware

WHITE & CASE  
14 Wall Street  
New York, New York 10005

KEEBLER COMPANY

CERTIFICATE OF AMENDMENT

of

CERTIFICATE OF INCORPORATION

Pursuant to Sections 228 and 242 of the General Corporation  
Law of the State of Delaware

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KEEBLER COMPANY (hereinafter called the "Corporation"),  
a corporation organized and existing under and by virtue of the  
provisions of the General Corporation Law of the State of  
Delaware, the Certificate of Incorporation of which was filed  
in the office of the Secretary of State of Delaware and recorded  
in the office of the Recorder of the County of New Castle, State  
of Delaware, on May 13, 1965, hereby certifies:

FIRST: That, in accordance with the provisions of  
Section 242 of said General Corporation Law, the Board of  
Directors of the Corporation duly adopted a resolution setting  
forth and declaring the advisability of the amendment of the  
Certificate of Incorporation hereinafter set forth; that the  
written consent of the holder of all of the issued and out-  
standing shares of capital stock of the Corporation was given,  
in accordance with Section 228 of said General Corporation Law,  
to the amendment of the Certificate of Incorporation hereinafter  
set forth; that said amendment as it was consented to in writing


by the holder of all of the issued and outstanding shares of capital stock of the Corporation amended Article FIRST of the Certificate of Incorporation of the Corporation to read as follows:

"FIRST: The name of the corporation is  
UNITED BISCUIT COMPANY OF AMERICA".

SECOND: That said amendment has been duly adopted in accordance with the provisions of Sections 228 and 242 of said General Corporation Law.

IN WITNESS WHEREOF, said KEEBLER COMPANY has caused its corporate seal to be hereunto affixed and this Certificate to be signed by R. E. Warhover, its President, and E. K. Vincek, its Secretary, this 1<sup>ST</sup> day of JUNE, 1966.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

[Corporate Seal]

KEEBLER COMPANY  
1965  
CORPORATE  
SEAL  
DELAWARE

STATE OF ILLINOIS     )  
                              )   SS.  
COUNTY OF COOK        )

BE IT REMEMBERED, that on this 1<sup>ST</sup> day of JUNE, 1966, personally came before me, ROBERT C. McBRIDE a Notary Public in and for the County and State aforesaid, duly commissioned and sworn to take acknowledgments or proofs of deeds, R. E. Warhover President of Keebler Company, a corporation of the State of Delaware, the corporation described in the foregoing Certificate, known to me personally to be such, and he the same R. E. Warhover as such President, acknowledged the said Certificate to be his act and deed and made on behalf of said corporation; that the signatures of said President and of the Secretary of said corporation to the foregoing Certificate are in the handwriting of the President and Secretary of the corporation, respectively, and that the seal affixed to said Certificate is the common or corporate seal of said corporation, and that his act of sealing, executing, acknowledging and delivery the said Certificate was duly authorized by the directors and stockholders of the corporation.

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

[Notarial Seal]  
ROBERT C. McBRIDE  
NOTARY  
PUBLIC  
COOK COUNTY, ILL.

  
Notary Public