

UNITED BISCUIT COMPANY OF AMERICA

CERTIFICATE OF AMENDMENT

of

CERTIFICATE OF INCORPORATION

Pursuant to Section 242 of the General Corporation Law  
of the State of Delaware

UNITED BISCUIT COMPANY OF AMERICA (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 Kent, State  
of Delaware, on November 3, 1927, 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 amend-  
ment of the Certificate of Incorporation hereinafter set  
forth and duly called a meeting of the stockholders of the  
Corporation entitled to vote in respect thereof for the  
consideration of such amendment; that at said meeting of

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