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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RECOT, INC.", CHANGING ITS NAME FROM "RECOT, INC." TO "FRITO-LAY NORTH AMERICA, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JANUARY, A.D. 2004, AT 5:24 O'CLOCK P.M.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2969732

DATE: 03-04-04

PATENT

REEL: 014797 FRAME: 0599

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:24 PM 01/15/2004
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SRV 040033329 - 2202650 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

Recot, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: The Board of Directors of Recot, Inc. has duly adopted a resolution setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "ARTICLE ONE" so that, as amended, said Article shall be and read as follows:

The name of the corporation is FRITO-LAY NORTH AMERICA, INC.

SECOND: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

THIRD: That the capital of said corporation shall not be reduced under or by reason of said amendment.

FOURTH: That this name change shall be effective December 29, 2003, for accounting purposes only.

FIFTH: That the Principal Administrative Office for Frito-Lay North America, Inc. shall be located at 7701 Legacy Drive, Plano, Texas 75024.

IN WITNESS WHEREOF, said Recot, Inc. has caused this certificate to be signed by Kelly Mahon Tullier, an Authorized Officer, this 20th day of January, 2004.

By: 
Authorized Officer

Title: Vice President and Treasurer
Name: Kelly Mahon Tullier