

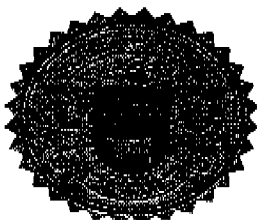


# Delaware

PAGE 1

*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.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 2969732

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DATE: 03-04-04

PATENT

REEL: 014805 FRAME: 0349

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:24 PM 01/15/2004  
FILED 05:24 PM 01/15/2004  
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