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COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601

DREXELL R. DAVIS
SECRETARY OF STATE

SECRETARY OF STATE (502) 564-3490

CORPORATE FILINGS (502) 564-2848

CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

DECEMBER 10, 1986

CORPORATION RECORDS (502) 564-7330

MS. F. V. VILLANUEVA
C T CORPORATION SYSTEM
208 SOUTH LA SALLE ST.
CHICAGO, ILLINOIS 60604

RE: THE QUAKER OATS, COMPANY

Dear Sir:

Receipt and filing of the following is hereby acknowledged.

1. (XX) Articles of Amendment WERE FILED IN KENTUCKY ON DECEMBER 10, 1986.
2. () Restated Articles of Incorporation
3. () Articles of Merger
4. () Other

462261

If we may be of further assistance to you, please do not hesitate to call us.

Sincerely yours,

Drexell R. Davis
Drexell R. Davis
Secretary of State

ORIGINAL COPY
FILED
OFFICE OF STATE OF NEW JERSEY
TREASURY DEPARTMENT

FORM OF
CERTIFICATE OF AMENDMENT
OF THE
AMENDED RESTATED CERTIFICATE OF INCORPORATION
OF
THE QUAKER OATS COMPANY

AD 8
FILED

NOV 12 1986

DEC 10 1986

1200 sup
Joseph P. Davis

JANE BURGIO
Secretary of State

0325454

SECRETARY OF STATE
TO: Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:9-4 of the New Jersey Business Corporation Act, the undersigned corporation, organized under the laws of the State of New Jersey, executes and submits the following certificate for the purpose of amending its Amended Restated Certificate of Incorporation, as amended, to increase the aggregate number of shares which the Corporation shall have authority to issue to 211,000,000: ✓

FIRST: The name of the corporation is THE QUAKER OATS COMPANY.

SECOND: The first paragraph of Article Fourth of the Amended Restated Certificate of Incorporation of the Corporation is amended to read as follows:

The aggregate number of shares which the Corporation shall have authority to issue is 211,000,000 shares divided into 200,000,000 shares of common stock of the par value of \$5.00 per share, 1,000,000 shares of preference stock without par value and 10,000,000 shares of preferred stock without par value.

THIRD: The aforesaid amendment was duly adopted by the shareholders of the Corporation at a meeting duly held on the 12th day of November, 1986.

FOURTH: At the aforesaid meeting of shareholders, 39,127,959 shares were entitled to vote on the amendment of Article Fourth.

FIFTH: At the aforesaid meeting of shareholders, 34,473,071 shares were voted for the amendment of Article Fourth, and 1,256,068 shares were voted against the amendment of Article Fourth.

Dated this 12th day of November, 1986.

THE QUAKER OATS COMPANY

By *John H. Calhoun*
John H. Calhoun
Vice President and
Associate General
Corporate Counsel

X 014747

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
208 SOUTH LA SALLE STREET CHICAGO ILL 60604 • 312/263-1411

December 4, 1986

RE: THE QUAKER OATS COMPANY (N.J. DOM.)

RECEIVED

DEC 11

SECRETARY OF STATE
COMMONWEALTH OF KY

COUNSEL: Marcia Laz, Law Department, The Quaker Oats Company
Secretary of State Merchandise Mart Plaza, Chicago, Illinois 60654
Corporation Department
State Capitol Building
Frankfort, Kentucky 40601

Dear Sir/Madam:

Pursuant to instructions of Counsel, we enclose for filing the documents identified below:

- | | |
|---|--|
| <input type="checkbox"/> Incorporation | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Qualification | <input type="checkbox"/> A. Domestic |
| <input type="checkbox"/> Change of Agent/Office | <input type="checkbox"/> B. Foreign |
| <input type="checkbox"/> A. Domestic | <input type="checkbox"/> Dissolution |
| <input type="checkbox"/> B. Foreign | <input type="checkbox"/> A. Statement of Intent |
| <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> B. Certificate of Dissolution |
| <input type="checkbox"/> A. Domestic | <input type="checkbox"/> Withdrawal |
| <input checked="" type="checkbox"/> B. Foreign | <input type="checkbox"/> Other |

Kindly send evidence to the undersigned. If there are any problems, please call at this toll free number: 800-621-1112.

Very truly yours,

C T CORPORATION SYSTEM

BY:

F. V. Villanueva
Ms. F. V. Villanueva
Service Representative

FVV/kt
SPECIAL INSTRUCTIONS: