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Commonwealth of Kentucky

Department of State



Office of Secretary of State
THELMA L. STOVALL, SECRETARY

FOREIGN CORPORATION DEPARTMENT

I, Thelma L. Stovall, Secretary of State of the Commonwealth of Kentucky, hereby certify that certified copies of

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

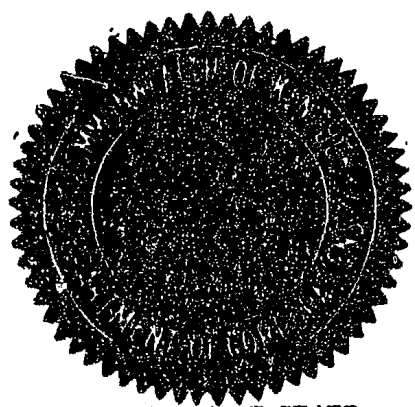
(Filed in the office of Secretary of State of New Jersey May 8, 1957)

of AMERICAN SNUFF COMPANY
Name of Corporation
a corporation of the State of NEW JERSEY
Name of State, with home
office at JERSEY CITY, NEW JERSEY
Address; have or has been filed in
my office. This corporation has complied with the existing laws of
the Commonwealth of Kentucky, and is now authorized to transact
business in this State, subject to the restrictions imposed by law.

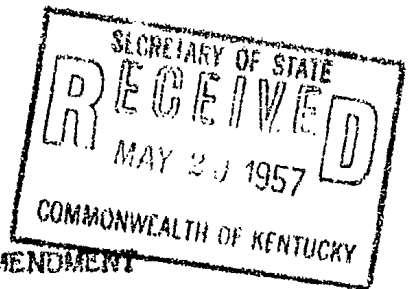
Given under my hand as Secretary of State,
this 31st day of May 1957

Thelma L. Stovall
Secretary of State

By _____
Assistant Secretary of State.



SECRETARY OF STATE



CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

AMERICAN SNUFF COMPANY

The location of the principal office in this State is at No. 117 Main Street, in the Borough of Flemington, County of Hunterdon.

The name of the agent therein and in charge thereof upon whom process against this Corporation may be served, is George K. Large.

RESOLUTION OF DIRECTORS

The following resolution was unanimously adopted by the Board of Directors of American Snuff Company at a regular meeting thereof duly held at the office of the Company, 701 North Main Street, Memphis, Tennessee on February 27, 1957:

"RESOLVED: That it is advisable that the Certificate of Incorporation of this Company be amended to read as follows:

"THIRD: That the objects for which this Company is formed are to do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others, and in furtherance, and not in limitation, of the general powers conferred by the laws of the State of New Jersey, it is hereby expressly provided that the Company shall have the following powers:

To buy, cure and sell leaf tobacco; to buy, manufacture, sell and otherwise deal in tobacco and the products of tobacco in any and all forms; to engage in any other

or different type of manufacturing, processing, distributing, merchandising or servicing business of any kind or character; and for such purposes: -

(a) To manufacture, purchase, or otherwise acquire, hold, own, mortgage, pledge, sell, assign and transfer, invest, trade, deal in and deal with goods, wares and merchandise, and property of every class and description necessary or incident to the business or businesses herein mentioned.

(b) To acquire the good will, rights and property of any kind, and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation, and to pay for the same in cash, stock of this Company, bonds or otherwise.

(c) To apply for, obtain, register, purchase, lease, or otherwise acquire, and to hold, own, use, operate, introduce, and to sell, assign, or otherwise dispose of, to grant licenses in respect of or otherwise turn to account any and all trade marks, trade names and distinctive marks, copy rights and rights analogous thereto, and all inventions, improvements, and processes used in connection with, or secured under Letters Patent of the United States or elsewhere, or otherwise, and with a view to the working and development of the same to carry on any necessary business whether manufacturing or otherwise.

(d) To purchase or otherwise acquire, to hold, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of bonds, mortgages, debentures, obligations, or shares of the capital stock of any corporation, and to exercise in respect of all such property any and all the rights, powers, and privileges of individual owners thereof.

(e) To have one or more offices, to carry on its operations and business, and to hold, purchase, mortgage and convey real and personal property, to conduct its business or any part thereof, and to erect or otherwise acquire factories and buildings, maintain and operate factories, related facilities, warehouses, agencies, depots, machinery and other articles necessary or convenient for the storage, preparation and manufacture of its products, and to do any and all things incidental to the business or businesses herein mentioned".

RESOLVED FURTHER: That, in lieu of calling a special meeting of the stockholders, the foregoing resolution shall be submitted to the stockholders to take action thereon at the next annual meeting of the stockholders to be held at the office of the Company, 117 Main Street, Flemington, New Jersey, at 2 o'clock P. M., Eastern Daylight Time, on the 7th day of May, 1957.

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CERTIFICATE OF CHANGE

American Snuff Company, a corporation of New Jersey, doth hereby certify that it has amended Article THIRD of the Certificate of Incorporation to read as follows:

"THIRD: That the objects for which this Company is formed are to do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, contractors, trustees, and otherwise, and either alone or in company with others, and in furtherance, and not in limitation, of the general powers conferred by the laws of the State of New Jersey. It is hereby expressly provided that the Company shall also have the following powers:

To buy, cure and sell leaf tobacco; to buy, manufacture, sell and otherwise deal in tobacco and the products of tobacco in any and all forms; to engage in any other or different type of manufacturing, processing, distributing, merchandising or servicing business of any kind or character; and for such purposes: -

(a) To manufacture, purchase, or otherwise acquire, hold, own, mortgage, pledge, sell, assign and transfer, invest, trade, deal in and deal with goods, wares and merchandise, and property of every class and description necessary or incident to the business or businesses herein mentioned.

(b) To acquire the good will, rights and property of any kind, and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation, and to pay for the same in cash, stock of this Company, bonds or otherwise.

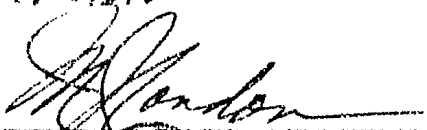
(c) To apply for, obtain, register, purchase, lease, or otherwise acquire, and to hold, own, use, operate, introduce, and to sell, assign, or otherwise dispose of, to grant licenses in respect of or otherwise turn to account any and all trade marks, trade names and distinctive marks, copyrights and rights analogous thereto, and all inventions, improvements, and processes used in connection with or secured under Letters Patent of the United States or elsewhere, or otherwise, and with a view to the working and development of the same to carry on any necessary business whether manufacturing or otherwise.

(d) To purchase or otherwise acquire, to hold, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of bonds, mortgages, debentures, obligations, or shares of the capital stock of any corporation, and to exercise in respect of all such property any and all the rights, powers, and privileges of individual owners thereof.

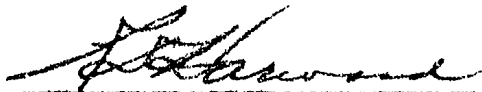
(e) To have one or more offices, to carry on its operations and business, and to hold, purchase, mortgage, and convey real and personal property, to conduct its business or any part thereof, and to erect or otherwise acquire factories and buildings, maintain and operate factories, related facilities, warehouses, agencies, depots, machinery and other articles necessary or convenient for the storage, preparation and manufacture of its products, and to do any and all things incidental to the business or businesses herein mentioned";

said amendment to Article THIRD having been declared by resolution of the Board of Directors of said corporation (above recited) to be advisable, and having been duly and regularly assented to by the vote of two-thirds in interest of each class of stockholders having voting powers, at a meeting duly called by the Board of Directors for that purpose.

IN WITNESS WHEREOF, said corporation has made this certificate under its seal and the hands of its President and Secretary, the 7th day of May, A. D., 1957.




H. J. Condon
President



R. D. Harwood
Secretary

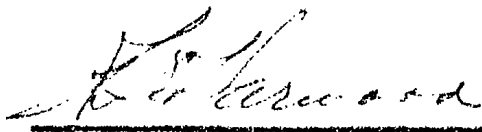
Attest:


Secretary

(CORPORATE SEAL)


STATE OF NEW JERSEY)
) as:
COUNTY OF HUNTERDON)

Be it remembered, that on this 7th day of May, A. D., 1957, before me, the subscriber, a Notary Public of New Jersey, personally appeared R. D. Harwood, Secretary of American Snuff Company, the corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, does depose and say and make proof to my satisfaction that he is the Secretary of said corporation; that the seal affixed to said corporation certificate is the corporate seal of said corporation, the same being well known to him; that it was affixed by order of said corporation; that M. J. Condon is President of said corporation; that he saw said M. J. Condon as such President sign said certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed, sealed and delivered said certificate as the voluntary act and deed of said corporation, by its order and by authority of its Board of Directors and by the vote, either in person or by proxy, duly constituted and thereunto duly authorized, of more than two-thirds in interest of each class of said stockholders having voting powers, for the uses and purposes therein expressed; and that said R. D. Harwood signed his name thereto at the same time as subscribing witness.



Secretary

Subscribed and sworn to
before me this day and
year aforesaid.



A Notary Public of New Jersey

DOROTHY M. SCHICK
NOTARY PUBLIC
COMMISSION EXPIRES 12/31/1961

UNRECORDED
FILED AND RECORDED
MAY 8 - 1957
EDWARD J. PATTEN
Secretary of State

State of New Jersey

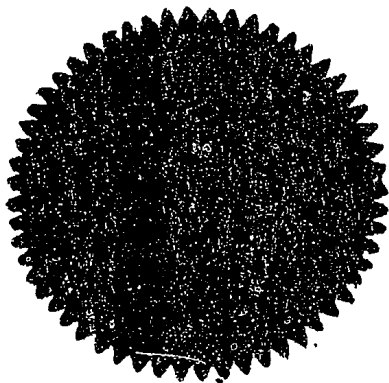


Department of State

I, Secretary of State of the State of New Jersey, do hereby Certify that the foregoing is a true copy of Certificate of Amendment of Certificate of Incorporation of AMERICAN
SNUFF COMPANY

and the endorsements thereon as the same is taken from and compared with the original filed in my office on the Eight *day of* May *A.D.*
1957 *and now remaining on file and of record therein.*

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal at Trenton, this Eight
day of May *A.D. 19* 57.



E. C. [Signature]
Secretary of State.