

600604

Commonwealth of Kentucky

Department of State



Office of Secretary of State

HENRY H. CARTER, SECRETARY

FOREIGN CORPORATION DEPARTMENT

I, HENRY H. CARTER, 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 on May 3, 1962)

of AMERICAN SNUFF COMPANY
Name of Corporation

a corporation of the State of New Jersey, with home
Name of State

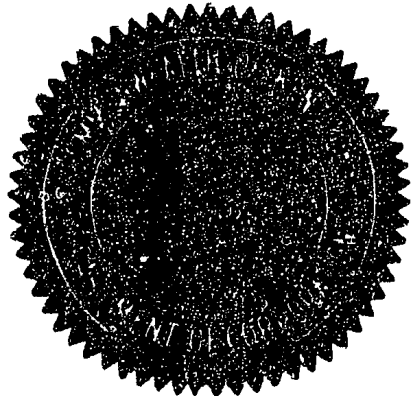
office at Flemington, New Jersey; have or has been filed in
Address

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 17th day of May 1962

Henry H. Carter
Secretary of State

By J. T. Lynn
Assistant Secretary of State



SECRETARY OF STATE

**CERTIFICATE OF AMENDMENT
OF THE CHARTER AND REDUCTION IN PAR VALUE PER SHARE AND
INCREASE IN NUMBER OF SHARES OF COMMON CAPITAL STOCK OF
AMERICAN SNUFF COMPANY
AND OF CHANGE IN VOTING RATIO OF COMMON AND PREFERRED
STOCK**

AMERICAN SNUFF COMPANY, a corporation of the State of New Jersey, by its President and Secretary does hereby certify

1. That the principal office of the Company is at 117 Main Street, Flemington, Hunterdon County, New Jersey, and that the agent therein and in charge thereof and upon whom process against the Corporation may be served is Edwin K. Large, Jr.

2. That at a meeting of the Board of Directors of said American Snuff Company duly held and convened on January 31, 1962, the following resolution was duly passed by said Board of Directors:

RESOLVED: That it is advisable that the par value of the General or Common Stock of this Company be reduced from \$25.00 per share to \$8-1/3 per share and that the Certificate of Incorporation of this Company be amended so that the first three sentences of Article FOURTH shall read as follows:

FOURTH: The total amount of the authorized capital stock of the corporation is Seventeen Million Five Hundred Thousand Dollars (\$17,500,000). Of said capital stock, Thirteen Million Five Hundred Thousand Dollars (\$13,500,000), divided into 1,620,000 shares of \$8-1/3 each, shall be General or Common Stock, and the remaining Four Million Dollars (\$4,000,000) of stock divided into 40,000 shares of \$100.00 each shall be Preferred Stock. The holders of said Preferred Stock shall be entitled to twelve votes for each share of the par value of \$100.00 held by them and the holders of the General or Common Stock shall be entitled to one vote for each share of the par value of \$8-1/3 held by them.

RESOLVED FURTHER: That the foregoing resolution be presented to the stockholders for action thereupon at the annual stockholders' meeting to be held on May 1, 1962, at 2 o'clock P. M., and that the Secretary give proper notice thereof as required by law and the by-laws of this Company; and

RESOLVED FURTHER: That in lieu of closing the stock transfer books for purposes of said annual stockholders' meeting, the Directors hereby fix the 20th day of March, 1962, as a record date for the determination of the stockholders entitled to notice of and to vote at said meeting.

3. That pursuant to the aforesaid resolution of the Board of Directors, and upon notice duly given to each stockholder of said Corporation as required by its by-laws and the laws of the State of New Jersey, at the annual meeting of the stockholders of said Corporation held at its principal office in Flemington, New Jersey, on May 1, 1962, at 2 P. M., E. D. T., among other things, to take action upon said resolution, the matter was submitted to the vote of the stockholders and there being present in person or by proxy more than two-thirds in interest of each class of stockholders having voting powers, more than two-thirds in interest of each such class voted in favor of the amendment of Article FOURTH of the Certificate of Incorporation of said American Snuff Company in the manner set forth in the aforesaid resolution of the Board of Directors of said Corporation.

IN WITNESS WHEREOF said American Snuff Company has caused this certificate to be signed by its Executive Vice President and Secretary and its corporate seal to be hereto affixed this 1st day of May, 1962.

/s/ J. E. Harwood
J. E. Harwood
Executive Vice President

Attest:

/s/ R. D. Harwood
R. D. Harwood
Secretary

(Corporate Seal)

STATE OF NEW JERSEY)

ss. 1

COUNTY OF HUNTERDON)

BE IT REMEMBERED that on this 1st day of May, 1962, before me, the subscriber, a Notary Public of New Jersey, personally appeared R. D. HARWOOD, Secretary of the 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 certificate is the corporate seal of said Corporation, the same being well known to him; that it was affixed by order of said Corporation, and J. E. Harwood is Executive Vice President of said Corporation; that he saw said J. E. Harwood as such Executive Vice 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 in person or by proxy duly constituted and duly authorized by 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.

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

/s/ R. D. Harwood
R. D. Harwood, Secretary

(Seal)

/s/ Joan T. Callahan
Joan T. Callahan
Notary Public of New Jersey
My Commission Expires June 22, 1966

FILED AND RECORDED

MAY 3 - 1962

ROBERT J. BURKHARDT
Secretary of State

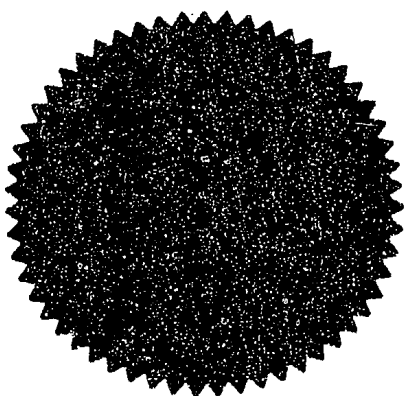
State of New Jersey



Department of State

I, the 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 Third day of May A.D. 1962, 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 Third day of May A.D. 1962.

Robert G. Cook
Secretary of State

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Dated: May 1, 1962.

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