

CERTIFICATE OF INCORPORATION  
of  
NESTLE CAPITAL CORPORATION

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ARTICLE FIRST

The name of the corporation (hereinafter called the Corporation) is

NESTLE CAPITAL CORPORATION

ARTICLE SECOND

The address of the registered office of the Corporation in the State of Delaware is 100 West Tenth Street, City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

ARTICLE THIRD

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOURTH

The total number of shares of stock which the Corporation shall have authority to issue is 10,000 shares of the par value of \$100.00 per share. All such shares shall be of one class

and shall be designated "Common Stock".

#### ARTICLE FIFTH

The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Peter E. Lorenzen	One Chase Manhattan Plaza New York, N. Y. 10005

#### ARTICLE SIXTH

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders, it is further provided that:

(a) the initial number of directors of the Corporation shall be three, but may be changed from time to time in the manner provided in the By-laws of the Corporation;

(b) in furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered to make, alter, amend or repeal the By-laws in any manner not inconsistent with the laws of the State of Delaware or this Certificate of Incorporation, subject to the power of the stockholders of the Corporation having

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voting power to alter, amend or repeal the By-laws made by the Board of Directors;

(c) in addition to the powers and authorities herein or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless to the provisions of the laws of the State of Delaware, of this Certificate of Incorporation and of the By-laws of the Corporation;

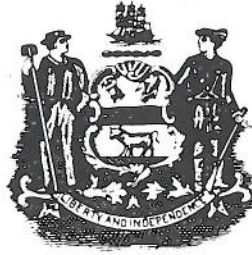
(d) any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed, with or without cause, at any time by a unanimous consent of the stockholders or in such other manner as shall be provided in the By-laws of the Corporation; and

(e) unless and except to the extent that the By-laws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

IN WITNESS WHEREOF, I, Peter E. Lorenzen, the sole incorporator of Nestle Capital Corporation, have executed this Certificate of Incorporation this 4th day of February, 1980, and DO HEREBY CERTIFY under the penalties of perjury that the facts stated in this Certificate of Incorporation are true.



Peter E. Lorenzen



# State of DELAWARE



Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware,*  
*do hereby certify that the above and foregoing is a true and correct copy of*  
Certificate of Incorporation of the "NESTLE CAPITAL CORPORATION", as received and  
filed in this office the fifth day of February, A.D. 1980, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* \_\_\_\_\_ *fifth* \_\_\_\_\_ *day*  
*of* \_\_\_\_\_ *February* \_\_\_\_\_ *in the year of our Lord*  
*one thousand nine hundred and* \_\_\_\_\_ *eighty.*



RECEIVED FOR RECORD

FEB 5 1980

LEO J. DUGAN, Jr., Recorder

Glenn C. Kenton, Secretary of State