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CERTIFICATE OF INCORPORATION

ON RE-REGISTRATION OF LIMITED COMPANY

AS UNLIMITED

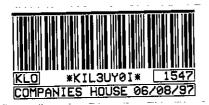
Company No. 1516531

The Registrar of Companies for England and Wales hereby certifies that

PEPSICO HOLDINGS

formerly registered as limited, has this day been re-registered under the Companies Act 1985 as unlimited.

Given at Companies House, London, the 6th August 1997



L. BONU MRS. L. BARNES

For The Registrar Of Companies

