

10. Management of the Limited Liability Company:

A. The limited liability company is to be managed by its members. *(If you have checked this box, go to item no. 11.)*

or

B. The limited liability company is to be managed by one (1) or more managers. *(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)*

| <u>Manager</u> | <u>Address</u> |
|---------------------|--|
| MICHAEL D. FLAHERTY | 813 RIDGE LAKE BLVD., MEMPHIS, TN 38120 |
| BRYAN K. STOCKDALE | 813 RIDGE LAKE BLVD., MEMPHIS, TN 38120 |
| WILEY D. STREET | 813 RIDGE LAKE BLVD., MEMPHIS, TN 38120 |
| JOHN S. WILSON, III | 401 N. MAIN ST., WINSTON-SALEM, NC 27101 |
| _____ | _____ |
| _____ | _____ |

11. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

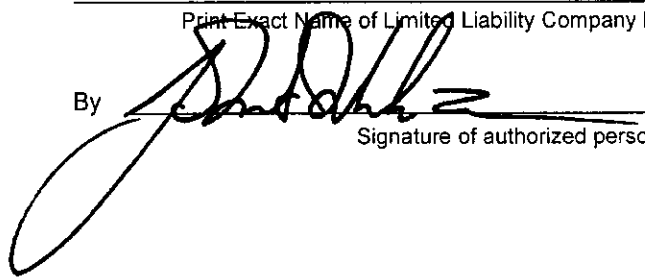
Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 9-13-2010

AMERICAN SNUFF COMPANY, LLC by John S. Wilson, III / Manager

Print Exact Name of Limited Liability Company Making Application

By



Signature of authorized person

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN SNUFF COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF SEPTEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMERICAN SNUFF COMPANY, LLC" WAS FORMED ON THE TWENTIETH DAY OF JUNE, A.D. 1985.

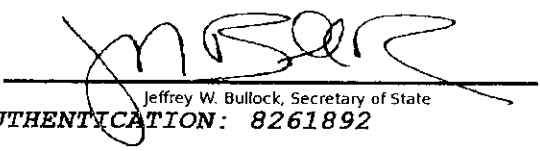
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

2064797 8300

100957337

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8261892

DATE: 09-30-10