

Filing Fee: \$75.00

ID Number: <u>\$8727</u>



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

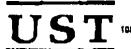
APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

1.	The name of the corporation is United States Tobacco Sales and Marketing Company Inc.						
2.	It is incorporated under the laws of						
3.	Island on March 18, 1996 , authorizing it to transact business in Rhode Island under the name of: , United States Tobacco Sales and Marketing Company Inc.						
4.	The corporate name of the corporation has been changed to U. S. Smokeless Tobacco Brands Inc.						
	(If no change, so indicate.)						
5.	The name, if different, which it elects to use in Rhode Island is:						
	a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:						
	(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:						
6.	The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: (If no other or additional purposes are proposed, insert "No Change.")						
	no change						
	EU FD						
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7. •	at the total number of authorized shares, ange"):						
		Total Number of Authorized Shares	<u>Class</u>	<u>Series</u>	Par Value or Statement that Shares are without Par Value		
	_						
8.	(a)	An estimate of the value of a is \$ 79, 904,539		I by the corporation for	the following year, wherever located,		
	(b)	An estimate of the value of the is \$	ne corporation's proper 	ty to be located within l	Rhode Island during the following year		
	(c)	corporation to be located wit	hin this state during the ing the following year,	e following year bears to	estimated value of the property of the o the value of all property of the OBLS. (divide (b) by (a) and		
9. (a) An estimate of the gross amount of business to be transacted by the corporation due \$ 1,300,963,196					oration during the following year is		
	(b)	An estimate of the gross ame Rhode Island during the follo	ount of business to be owing year is \$ _38_,	transacted by the corpo	oration at or from places of business in		
	(c)	the corporation at or from pla	aces of business in this ted by the corporation	state during the follow	amount of business to be transacted by ing year bears to the gross amount ar is		
 Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority. 							
Date: January 9, 2001				U. S. Smokeless Tot			
		•	8	$0 \ell l$	of Corporation Making Application		
			В	President or Lower a	Vice President (check one) AND Fraction		
				Secretary or	Assistant Secretary (check one)		
STATE OF Connecticut COUNTY OF Fairfield							
before me Loka A Baker who, being by me first duly sworn, declared that he/she is the Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.							
		S. Bogne					
				Notary Public My Commission Expires	Notary Public		
State of Connecticut My Commission Expires August 31, 20							
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS							



100 WEST PUTNAM AVENUE, GREENWICH, CONNECTICUT 05450

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> (203) 622-3656 Faul (203) 661-1129

January 22, 2001

State of Rhode Island
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

RE: U. S. Smokeless Tobacco Brands Inc. (formerly United States Tobacco Sales and Marketing Company Inc.)

Please be advised that the name U. S. Smokeless Tobacco Company Inc. which was originally reserved on our behalf in the state of Rhode Island on October 30, 2000, was reconsidered for use and the new name is U. S. Smokeless Tobacco Brands Inc.

Sincerely,

Debra A. Baker

State of Delaware

Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "UNITED STATES TOBACCO SALES AND MARKETING COMPANY INC.", CHANGING ITS NAME FROM "UNITED STATES TOBACCO SALES AND MARKETING COMPANY INC." TO "U. S. SMOKELESS TOBACCO BRANDS INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2000, AT 9:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2001.

AUTHENTICATION: 0907886

DATE: 01-10-01

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