

**AMENDMENT
to the
CERTIFICATE OF INCORPORATION
of
THE NUTRASWEET COMPANY**

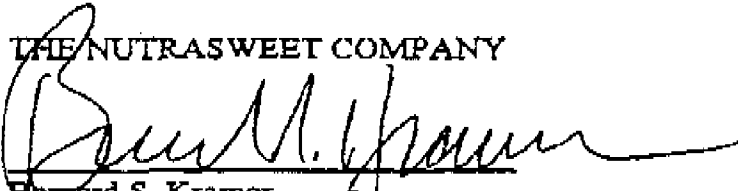
The Certificate of Incorporation of The NutraSweet Company (the "Corporation") was filed in the office of the Secretary of State of Delaware on November 2, 1955 under the name of Searle, Inc. This Amendment to the Certificate of Incorporation changes the name of the Corporation as adopted by the Corporation's Board of Directors and approved by its stockholders at a special meeting in accordance with Sections 228 and 242 of the General Corporation Law of Delaware.

The First Article of the Certificate of Incorporation is hereby amended and restated as follows:

"1. The name of the corporation is NutraSweet Property Holdings, Inc."

IN WITNESS WHEREOF, the Corporation has caused this Amendment to the Certificate of Incorporation to be signed by its duly authorized officer this 31st day of May, 2000.

THE NUTRASWEET COMPANY


Bernard S. Kramer
Assistant Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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