

Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America

This public document:

2. has been signed by Jeffrey W. Bullock

3. acting in the capacity of Secretary of State of Delaware

4. bears the seal/stamp of Office of Secretary of State

Certified

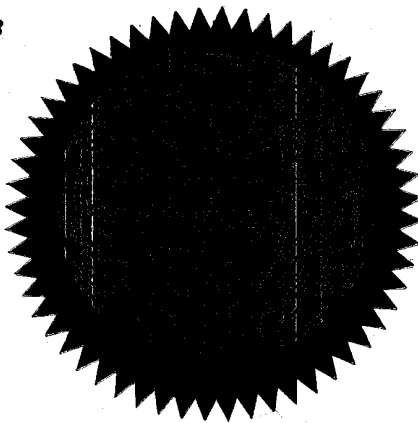
5. at Dover, Delaware

6. the fifteenth day of March, A.D. 2011

7. by Secretary of State, Delaware Department of State

8. No. 0437023

9. Seal/Stamp:



10. Signature:


Secretary of State

Delaware

PAGE 1

The First State

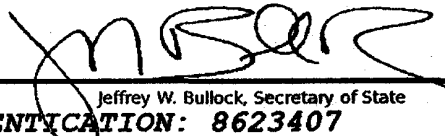
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEAD JOHNSON NUTRITION NOMINEES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF MARCH, A.D. 2011.

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

4594025

110298833

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8623407

DATE: 03-15-11

APOSTILLA

(Convención de La Haya de 5 de octubre de 1961)

1.- País: Estados Unidos de América

Este documento público

- 2.- ha sido firmado por JEFFREY W. BULLOCK
- 3.- actuando en calidad de Secretario del Estado de Delaware
- 4.- Lleva el sello/ la estampilla de la oficina del Secretario del Estado

CERTIFICADO

- 5.- En Dover, Delaware
- 6.- El 15 de Marzo de 2011
- 7.- Por el Secretario de Estado, Departamento del Estado Delaware
- 8.- No 0437023
- 9.- Sello / estampilla (hay un sello)
- 10.- Firma

(hay una firma ilegible)
SECRETARIO DEL ESTADO

DELAWARE

El Primer Estado

Yo, JEFFREY W. BULLOCK, Secretario de Estado del Estado de Delaware, por el presente certifico que "Mead Johnson Nutrition Nominees LLC" está debidamente constituida bajo las leyes del Estado de Delaware y se encuentra en buena situación legal y tiene existencia legal al momento, como lo muestran los registros de esta oficina al 15 de marzo de 2011.

Y por la presente certifico además que los impuestos anuales han sido pagados hasta la fecha.

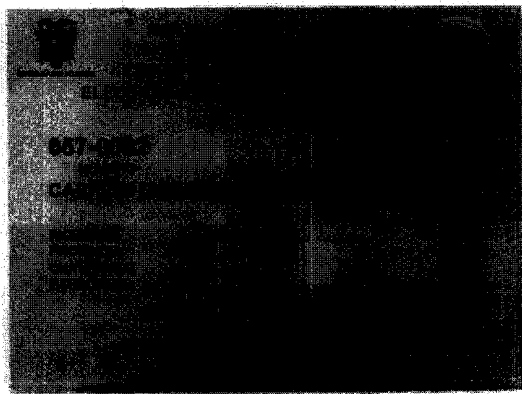
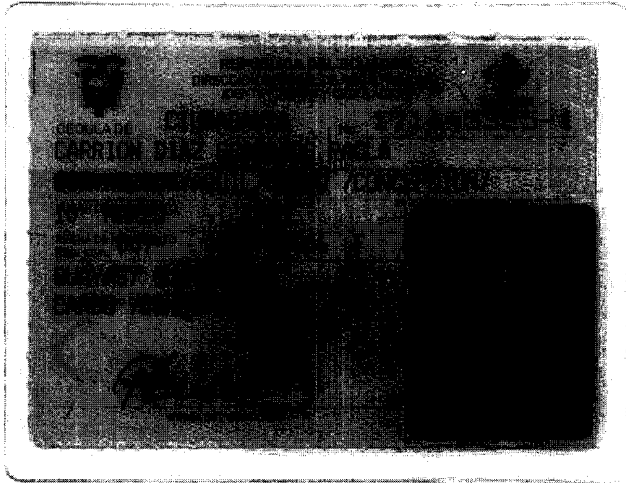
(hay un sello de la oficina del Secretario de Estado)
4594025
110298833

Usted puede verificar este certificado en línea en corp.delaware.gov/authver.shtml

(hay una firma ilegible)
Jeffrey W. Bullock, Secretario de Estado
Autenticación: 8623407
Fecha: 15 de Marzo de 2011



Paola Carrión Díaz Granados
C.C. 1716453251
Traductora





CERTIFICATE OF INCORPORATION

THE UNDERSIGNED:

Jan Bouwen de Snaijer, civil law notary, practising in Amsterdam,

HEREWITH CERTIFIES that according to the registration of the private company with limited liability **MJN Holdings (Netherlands) B.V.** (the "**Company**") in the Dutch trade register, on which third parties may rely, and the deed of incorporation of the Company:

- (i) the Company is registered in the Trade Register of the Chamber of Commerce in Amsterdam, registration number 34312872;
- (ii) the Company has been incorporated under the laws of the Netherlands on 25 September 2008, by means of a notarial deed executed before Jan Bouwen de Snaijer, civil law notary practising in Amsterdam;
- (iii) the corporate seat of the Company is in Nijmegen and its business-address is at Zuidplein 142 Tower H Floor 17, 1077 XV Amsterdam;
- (iv) the articles of association of the Company were amended most recently on 25 September 2008 by deed executed by Jan Bouwen de Snaijer, civil law notary practising in Amsterdam,
- (v) according to the attached extract of the registration of the trade register of the Chambers of Commerce dated this day and its attached unofficial translation:
 - (a) Laura Herberger Goilo;
 - (b) William Charles P'Pool;
 - (c) Kasper Griffioen;
 - (d) Charles Marcel Gustav Urbain; and
 - (e) Martin Clive Brown,are the managing directors of the Company and acting severally are entitled to represent the Company;
- (vi) the Company has not been declared bankrupt;
- (vii) the Company is validly existing in accordance with the laws of The Netherlands.

EXECUTED in Amsterdam on 16 March 2011.

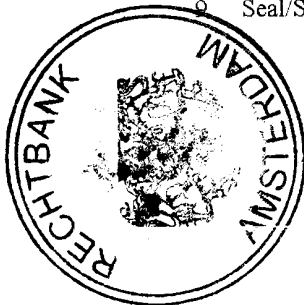
J.B. de Snaijer



APOSTILLE

Convention de La Haye du 5 octobre 1961

1. Country: THE NETHERLANDS
This public document
2. Has been signed by: mr. J.B. de Snaijer
3. Acting in the capacity of: civil law notary in
Amsterdam
4. Bears the seal/stamp of:
mr. J.B. de Snaijer
Certified
5. At Amsterdam
6. On 16 maart 2011
7. By the clerk of the Court of Amsterdam
8. No: 09523
9. Seal/Stamp:
10. Signature
dhr. F. Wardenaar





Dossiernummer: 34312872

Blad 00001

Uittreksel uit het handelsregister van de Kamers van Koophandel
Deze inschrijving valt onder het beheer van de Kamer van Koophandel voor
Amsterdam

Rechtspersoon:

Rechtsvorm	: Besloten vennootschap
Naam	: MJN Holdings (Netherlands) B.V.
Statutaire zetel	: Nijmegen
Eerste inschrijving in het handelsregister	: 26-09-2008
Akte van oprichting	: 25-09-2008
Akte laatste statutenwijziging	: 25-09-2008
Maatschappelijk kapitaal	: EUR 90.000,00
Geplaatst kapitaal	: EUR 26.500,00
Gestort kapitaal	: EUR 26.500,00

Onderneming:

Handelsna(a)m(en)	: MJN Holdings (Netherlands) B.V.
Adres	: Zuidplein 142 Tow.H Fl 17, 1077XV Amsterdam ...
Telefoonnummer(s)	: 0243718418
Faxnummer	: 0243784893
Datum vestiging	: 25-09-2008
Bedrijfsomschrijving	: Holdingactiviteiten
Werkzame personen	: 0

Enig aandeelhouder:

Naam	: Mead Johnson Nutrition Company
Adres	: Patriot Boulevard 2701 Fourth Floor, Glenview, Illinois, Ver. Staten van Amerika
Ingeschreven in	: Secretary of State te Delaware, Verenigde Staten van Amerika onder nummer 4635169.
Enig aandeelhouder sedert	: 10-02-2009

Bestuurder(s):

Naam	: Goilo, Laura Herberger
Geboortedatum en -plaats	: 05-12-1963, Elyria, Ver. Staten van Amerika ...
Infunctietreding	: 27-02-2009
Titel	: Directeur
Bevoegdheid	: Alleen/zelfstandig bevoegd

16-03-2011

Blad 00002 volgt.



Dossiernummer: 34312872

Blad 00002

Naam : P'Pool, William Charles
Geboortedatum en -plaats : 20-11-1965, Plant City Florida, Ver. Staten ...
van Amerika
Infunctietreding : 27-02-2009
Titel : Directeur
Bevoegdheid : Alleen/zelfstandig bevoegd

Naam : Griffioen, Kasper
Geboortedatum en -plaats : 22-08-1961, Apeldoorn
Infunctietreding : 27-02-2009
Titel : Directeur
Bevoegdheid : Alleen/zelfstandig bevoegd

Naam : Urbain, Charles Marcel Gustav
Geboortedatum en -plaats : 29-03-1954, Johannesburg, Zuid-Afrika
Infunctietreding : 27-02-2009
Titel : Directeur
Bevoegdheid : Alleen/zelfstandig bevoegd

Naam : Brown, Martin Clive
Geboortedatum en -plaats : 08-11-1969, Sydney, Australië
Infunctietreding : 18-03-2010
Titel : Directeur
Bevoegdheid : Alleen/zelfstandig bevoegd

Gevolmachtigde(n) :

Naam : Wilson, Charles Kevin
Geboortedatum en -plaats : 19-12-1961, Kirkwood, Missouri, Ver. Staten ...
van Amerika
Infunctietreding : 01-04-2010
Bevoegdheid : Volledige volmacht

Naam : Fitzsimons, Catherine Lorna
Geboortedatum en -plaats : 23-02-1963, London, Verenigd Koninkrijk
Infunctietreding : 26-10-2010
Bevoegdheid : Volledige volmacht

Alleen geldig indien door de kamer voorzien van een ondertekening.

16-03-2011

Blad 00003 volgt.



Dossiernummer: 34312872

Blad 00003

Amsterdam, 16-03-2011

Uittreksel is vervaardigd om 11.06 uur

Voor uittreksel

N. Snijders
plv. directeur



File number: 34312872

Page 00001

English translation of an extract from the trade register of the Chambers of Commerce. This registration is administrated by the Chamber of Commerce for Amsterdam

Legal person:

Legal form	:Besloten Vennootschap (Private Limited Liability Company)
Name	:MJN Holdings (Netherlands) B.V.
Statutory seat	:Nijmegen
First registration in the trade register	:26-09-2008
Incorporation deed	:25-09-2008
Deed of latest amendment of articles	:25-09-2008
Authorized capital	:EUR 90.000,00
Issued capital	:EUR 26.500,00
Paid up capital	:EUR 26.500,00

Undertaking:

Tradename(s)	:MJN Holdings (Netherlands) B.V.
Address	:Zuidplein 142 Tow.H Fl 17, 1077XV Amsterdam ...
Telephone number(s)	:0243718418
Fax number	:0243784893
Date of establishment	:25-09-2008
Description of business	:See Dutch extract
Employees	:0

Single shareholder:

Name	:Mead Johnson Nutrition Company
Address	:Patriot Boulevard 2701 Fourth Floor, ... Glenview, Illinois, United States of America ...
Registered in	:Secretary of State te Delaware, Verenigde Staten van Amerika onder nummer 4635169.
Single shareholder since	:10-02-2009

Director(s):

Name	:Goilo, Laura Herberger
Date and place of birth	:05-12-1963, Elyria, United States of America ..
Date of entry into office	:27-02-2009
Title	:Directeur
Powers	:Solely/independently authorised

16-03-2011

Page 00002 follows.



File number: 34312872

Page 00002

Name :P'Pool, William Charles
Date and place of birth :20-11-1965, Plant City Florida, United States .
of America
Date of entry into office :27-02-2009
Title :Directeur
Powers :Solely/independently authorised

Name :Griffioen, Kasper
Date and place of birth :22-08-1961, Apeldoorn
Date of entry into office :27-02-2009
Title :Directeur
Powers :Solely/independently authorised

Name :Urbain, Charles Marcel Gustav
Date and place of birth :29-03-1954, Johannesburg, South Africa
Date of entry into office :27-02-2009
Title :Directeur
Powers :Solely/independently authorised

Name :Brown, Martin Clive
Date and place of birth :08-11-1969, Sydney, Australia
Date of entry into office :18-03-2010
Title :Directeur
Powers :Solely/independently authorised

Authorized signatory(signatories):

Name :Wilson, Charles Kevin
Date and place of birth :19-12-1961, Kirkwood, Missouri, United States .
of America
Date of entry into office :01-04-2010
Powers :Full power of attorney

Name :Fitzsimons, Catherine Lorna
Date and place of birth :23-02-1963, London, United Kingdom
Date of entry into office :26-10-2010
Powers :Full power of attorney

Issued by the chamber of commerce

16-03-2011

Page 00003 follows.



File number: 34312872

Page 00003

Amsterdam, 16-03-2011

Extract has been produced at 11.06

For extract

N. Snijders
plv. directeur
