

Apostille

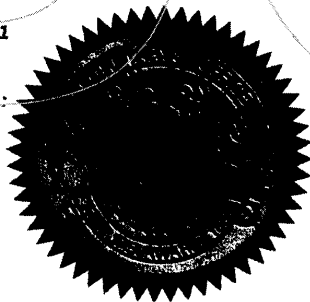
(Convention de La Haye du 5 Octobre 1961)

1. Country: *United States of America*
2. This public document:
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 *thirteenth* day of *January*, A.D. *2010*
7. by *Secretary of State, Delaware Department of State*
8. No. *0404551*

9. Seal/Stamp:



10. Signature:

Jeffrey W. Bullock
Secretary of State

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KELLOGG COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF JANUARY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

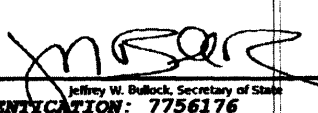
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

0144811

100035915

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7756176

DATE: 01-13-10