



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

Certificate of Corporate Records

I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of _____

CERTIFICATE OF MERGER

AND

ARTICLES OF MERGER

MERGING

RUSSELL STOVER CANDIES, INC.

INTO

WARD PAPER BOX COMPANY

as the same appears on file and of record in this office.



In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this
25TH NOVEMBER
day of EIGHTY ONE
Nineteen Hundred and _____

James C. Kirkpatrick

SECRETARY OF STATE



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

**Certificate of Merger—
Missouri Corporation Surviving**

WHEREAS, Articles of Merger of the following corporations:

Name of Corporations RUSSELL STOVER CANDIES, INC. (00097788)

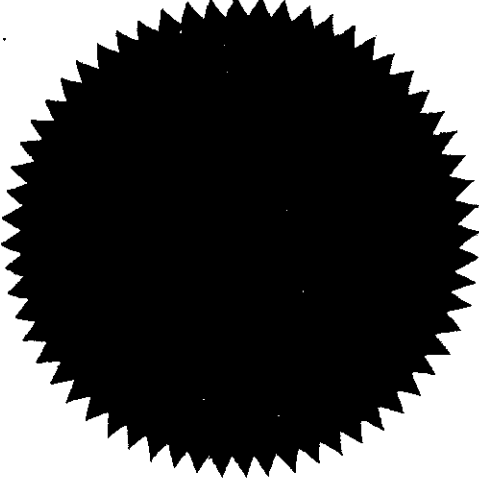
INTO

WARD PAPER BOX COMPANY (00075416)Organized and Existing Under Laws of Missouri

have been received, found to conform to law, and filed.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned corporations is effected, with WARD PAPER BOX COMPANY
as the surviving corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 2nd day of NOVEMBER, 1981.


James C. Kirkpatrick
Secretary of State

RECEIVED OF: WARD PAPER BOX COMPANYTwenty-five Dollars and no/100----- Dollars, \$25.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. #00075416

Dorothy Mae Miller
Deputy Collector of Revenue

(a) all of the shares of common stock, par value \$1 per share, of Stover ("Stover Common Stock") owned by Ward and all of the shares of Stover Common Stock owned by RSCWPB, Inc., a Missouri corporation, immediately prior to the effectiveness of the merger shall, by virtue of the merger and without further action, be cancelled and extinguished, and such shareholders shall cease to have any rights with respect thereto and shall not be entitled to any consideration in respect thereof;

(b) each of the shares of Stover Common Stock outstanding immediately prior to the effectiveness of the merger (except any shares of Stover Common Stock referred to in subparagraph (iv)(a) hereof) shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled and extinguished and converted into the right to receive a cash payment from the surviving corporation of the merger or any successor corporation to such surviving corporation in the amount of \$20 for each such share of Stover Common Stock. Each holder of a certificate theretofore representing shares of Stover Common Stock referred to in this paragraph shall not be entitled to any dividends or other distributions thereon but shall only be entitled to receive the above-mentioned \$20 in cash for each share of Stover Common Stock, without interest thereon;

(c) all shares of Stover Common Stock which have been issued but are held in the treasury of Stover immediately prior to the effectiveness of the merger shall, by virtue of the merger and without further action, be retired and cancelled and shall cease to exist; and

(d) all of the issued and outstanding shares of Ward of every class will remain issued and outstanding shares of Ward, unchanged by the merger.

(v) Within ten days after the effectiveness of the merger, the secretary of Ward or any successor corporation of Ward shall send

a notice to each shareholder of Stover who was such shareholder of record immediately prior to the effectiveness of the merger, other than Ward, advising such shareholder of the effectiveness of the merger.

(vi) After the effective date of the merger, each holder (as referred to in subparagraph (iv)(b) above) of a certificate theretofore evidencing outstanding shares of Stover Common Stock (except for shares of Stover Common Stock referred to in subparagraph (iv)(a) hereof) shall surrender the same to such agent or agents (any such agent being herein referred to as the "Exchange Agent") as shall be appointed by the surviving corporation or any successor corporation of the surviving corporation. Each Stover shareholder who so surrenders his shares of Stover Common Stock pursuant to this subparagraph shall be entitled to receive in exchange therefor \$20 in cash for each such share so surrendered. As soon as practicable after the effective date of the merger, the surviving corporation or any successor corporation of the surviving corporation or the Exchange Agent shall send a notice and transmittal form to each such holder of record of certificates theretofore representing shares of Stover Common Stock advising such holder of the procedure for surrendering such Stover certificates to the Exchange Agent.

(vii) No changes shall be effected by the merger in the Articles of Incorporation of Ward.

(viii) The officers and directors of Ward shall continue in office until their successors are duly elected and qualified pursuant to the provisions of the bylaws of the surviving corporation.

FURTHER RESOLVED, that the president and secretary of this corporation be, and they hereby are, authorized, empowered and directed to enter into, execute and deliver for, in the name of and on behalf of this corporation any and all instruments and documents and to do any and all acts and things which may be necessary or appropriate for the purpose of carrying out and effectuating the intent and purposes of the immediately preceding resolution.

III. The resolution of the board of directors of Ward approving the plan of merger was adopted by the board of directors of Ward on November 2, 1981.

IV. Ward is in compliance with the ninety percent ownership requirement of RSMo 1980 Supp. Section 351.447 and will maintain at least ninety percent ownership of Stover until the issuance of the Certificate of Merger by the Secretary of State of Missouri as required by RSMo 1980 Supp. Section 351.447.

IN WITNESS WHEREOF, Ward and Stover have executed these Articles of Merger this 2nd day of November, 1981.

WARD PAPER BOX COMPANY

[CORPORATE SEAL]

By

Don A. Bowers
Don A. Bowers, President

ATTEST:

Edward S. Biggar
Edward S. Biggar, Secretary

RUSSELL STOVER CANDIES, INC.

[CORPORATE SEAL]

By

Louis L. Ward
Louis L. Ward, President

ATTEST:

Edward S. Biggar
Edward S. Biggar, Secretary

FILED AND CERTIFICATE
ISSUED

NOV 2 1981

James C. Kinsinger

Corporation Dept. SECRETARY OF STATE

STATE OF MISSOURI)
) SS.
COUNTY OF JACKSON)

I, Edna K. Havens, a notary public, do hereby certify that on this 2nd day of November, 1981, personally appeared before me Don A. Bowers, who, being by me first duly sworn, declared that he is the President of Ward Paper Box Company, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Edna K. Havens
Notary Public

[Notarial Seal]

My commission expires:

October 2, 1983

STATE OF MISSOURI)
) SS.
COUNTY OF JACKSON)

EDNA K. HAVENS
Notary Public - State of Missouri
Commissioned in Jackson County
My Commission Expires Oct. 2, 1983

FILED AND CERTIFICATE
ISSUED

NOV 2 1981

I, Edna K. Havens, a notary public, do hereby

certify that on this 2nd day of November, 1981, personally appeared before me Louis L. Ward, who, being by me first duly sworn, declared that he is the President of Russell Stover Candies, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Edna K. Havens
Notary Public

[Notarial Seal]

My commission expires:

October 2, 1983

EDNA K. HAVENS
Notary Public - State of Missouri
Commissioned in Jackson County
My Commission Expires Oct. 2, 1983