

State of DELAWARE

Office of SECRETARY OF STATE

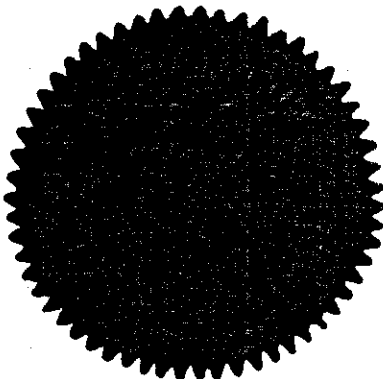
I, Robert H. Reed, Secretary of State of the State of Delaware,

do hereby certify that the above and foregoing pages numbered from 1 to 10, both numbers inclusive, is a true and correct copy of Certificate of Incorporation of the "PRICE CANDY COMPANY", as received and filed in this office the first day of June, A.D. 1937, at 11 o'clock A.M.

And I do hereby further certify that the above and foregoing pages numbered from 1 to 3, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "PRICE CANDY COMPANY", as received and filed in this office the thirtieth day of June, A.D. 1947, at 12 o'clock Noon.

And I do hereby further certify that the above and foregoing pages numbered from 1 to 8, both numbers inclusive, is a true and correct copy of Certificate of Amendment of the "PRICE CANDY COMPANY", as received and filed in this office the twelfth day of May, A.D. 1969, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this third *day*
of October *in the year of our Lord*
one thousand nine hundred and seventy-five.



Robert H. Reed

Robert H. Reed

Secretary of State

Grover A. Biddle

Grover A. Biddle Assistant Secretary of State

CERTIFICATE OF INCORPORATION
OF
PRICE CANDY COMPANY

FIRST. The name of the Corporation is
PRICE CANDY COMPANY.

SECOND. Its principal office in the State of Delaware is located at 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware.

THIRD. The nature of the business, objects or purposes to be transacted, promoted and carried on by the Corporation are:

To manufacture, buy, sell, deal in and deal with, candy, syrup and confections of all kind, and the raw material from which they are made, and the products made therefrom and all like or kindred products; to manufacture and prepare for market, to market and sell, candy, syrups, confections and kindred products and all other articles or products whatsoever used in their manufacture or composition; to acquire by purchase, manufacture, or otherwise, all materials, supplies and other articles necessary or convenient for use in connection with and in carrying on the business herein mentioned, or any part thereof.

To establish, acquire, maintain, manage, conduct and operate general merchandise stores; to engage in, carry on, operate and conduct the business of merchants, merchandisers and manufacturers, and any other similar business or businesses which may seem calculated, directly or indirectly, to enhance the value of or render profitable any of the property or rights of the Corporation, or conducive or contributory to any of the objects of the Corporation hereinbefore or hereinafter enumerated.

To manufacture, produce, compound, import, export, buy, sell and generally deal in and with, at wholesale and/or retail, specialties, articles, commodities, goods, wares and merchandise and personal property of every class and description.

To do a general lunch-room, restaurant, catering and fountain business; to manufacture, buy, sell, and generally deal in and with, ice cream, confections, soft drinks, beverages of every kind, the sale of which is now or may hereafter be permitted by law, and foods and food products of every kind and nature.

To build, erect, construct, purchase, hire or otherwise acquire, buy, sell, own, dispose of, provide, establish, maintain hold, lease and operate stores, chain stores, factories, warehouses, agencies, buildings, laboratories, structures, offices, houses, works, machinery, plants, terminals, and other buildings and structures, and all other property and things of whatsoever kind and nature, real, personal and mixed, tangible and intangible including goodwill, within and without the State of Delaware, and in any part of the world, suitable, necessary, useful or advisable in connection with any of the objects hereinabove or hereinafter set forth.

To acquire the good will, rights and property, and to undertake the whole or any part of the assets or liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock of this Corporation, bonds or otherwise; to hold, or in any manner to dispose of, the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights,

trade-marks and trade names relating to or useful in connection with any business of this Corporation.

To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, dispose of, exchange, transfer, pledge or mortgage, guarantee, deal in and loan, or borrow money upon, all forms and kinds of securities, shares of capital stock, scrip, bonds, coupons, debentures, trust certificates, certificates of interest, warrants of all kinds, and interim receipts and certificates issued or created by, or claims against any corporation, joint stock company, trust or association, public or private, wherever or however organized or created; to issue in exchange therefor in the manner permitted by law, shares of the capital stock, bonds or other obligations of the Corporation; and while the holder or owner of any such shares of capital stock or securities to possess and exercise, in respect thereof, any and all rights, powers and privileges of ownership, including the right to vote.

To subscribe for, purchase, own, hold, sell, assign, transfer, pledge, mortgage or otherwise dispose of bonds, securities or evidences of indebtedness issued or created by the United States of America or any state, territory, county or municipality therein, and by any foreign state, nation, government or municipality, or other political sub-division thereof.

To carry on or to participate with others in the organization, merger, consolidation, financing, liquidation or reorganization of corporations, partnerships or associations engaged in any lawful business enterprise.

To make, enter into and carry out any arrangements, which may be deemed to be for the benefit of the Corporation, with any corporation, association, partnership, firm, trustee, syndicate, individual, government, state, municipality or other political or governmental division or subdivision, domestic or foreign, or with any combination, organization or entity, domestic or foreign,

to obtain therefrom or otherwise to acquire by purchase, lease, assignment or otherwise, any powers, rights, privileges, immunities, franchises, guarantees, grants and concessions; to hold, own, exercise, exploit, dispose of and realize upon the same and to undertake and prosecute any business dependent thereon; and to cause to be formed, to promote, and to aid in any way in the formation of any corporation, association or organization of any kind, domestic or foreign, for any such purpose.

To undertake, conduct, assign, promote and participate in every kind of commercial, industrial, manufacturing, mercantile or mining enterprise, business, undertaking, venture, or operation in any state, territory, dependency or colony of the United States or its insular possessions or in the District of Columbia or in any foreign country.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To organize, incorporate and reorganize subsidiary corporations.

To carry out all or any part of its objects as principal, factor, agent, contractor or otherwise either alone or with any person, firm, association or corporation.

To borrow or raise moneys for any of the purposes of the Corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation,

whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to amount to purchase or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses, shall, except where otherwise expressed, be in nowise, limited or restricted by reference to, or inference from the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH. The amount of the total authorized capital stock of this Corporation is One Thousand Dollars (\$1,000.00), consisting of one thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) per share.

No holder of stock of this Corporation of any class shall have any pre-emptive or preferential right to purchase or subscribe for any class of stock of this Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of this Corporation issued or sold, or any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion, may from time to time determine and at such price as the Board of Directors may from time to time fix pursuant to the authority conferred by this certificate; and any shares of stock or convertible obligations which the Board of Directors may determine to offer for subscription to the holders of stock may, as said board shall determine, be offered exclusively to holders of one or more or all classes of stock, or partly to holders of one class of stock and partly to holders of another class or classes of stock, and in such case in such proportion as between said classes of stock as the Board of Directors in its discretion may determine.

FIFTH. The amount of capital with which the Corporation will commence business is One Thousand (\$1,000.00) Dollars.

SIXTH. The names and places of residence of the incorporators are as follows:

| Name | Residence |
|--------------|----------------------|
| Walter Lenz | Wilmington, Delaware |
| B. R. Jones | Wilmington, Delaware |
| J. P. Murray | Wilmington, Delaware |

SEVENTH. The Corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: The number of directors of the Corporation shall be as specified in the by-laws and such number may from time to time be increased or decreased in such manner as may be prescribed in the by-laws, provided the number of directors of the Corporation shall not be less than three. Directors need not be stockholders.

TENTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is hereby authorized:

To make, alter or repeal the by-laws of the Corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

By resolution or resolutions, passed by a majority of the whole Board to designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the Corporation including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in and/or other securities of any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the Corporation.

The Corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

ELEVENTH. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 3883 of the Revised Code of 1915 of said state, or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

TWELFTH. Both stockholders and directors shall have power if the by-laws so provide, to hold their meetings and to have one or more offices within or without the State of Delaware, and to keep the books of this Corporation (subject to the provisions of the Statute), outside of the State of Delaware at such places as may be

from time to time designated by the Board of Directors.

THIRTEENTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

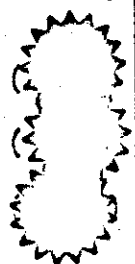
FOURTEENTH. In case the Corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any other corporation or association of which one or more of its directors are stockholders, directors or officers, such contract or transaction, shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which are or might be adverse to the interests of this Corporation; provided that such contract or transaction is entered into in good faith and authorized or ratified in the usual course of business as may be provided for in the by-laws of the company.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of the general corporation laws of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 1st day of June 1937.

In presence of:

Harold E. Haulton

Walter Lenz
B. R. Jones
J. P. Murray



STATE OF DELAWARE)
 (SS
COUNTY OF NEW CASTLE)

BE IT REMEMBERED, that on this 1st day of June
1937, personally came before me Harold E. Grantland
a Notary Public for the State of Delaware, Walter Lenz

B. R. Jones , and J. P. Murray
all of the parties to the foregoing certificate of incorporation,
known to me personally to be such, and severally acknowledged the
said certificate to be the act and deed of the signers respectively
and that the facts stated therein are truly set forth.

Given under my hand and seal of office the day and year
aforesaid.

Harold E. Grantland
Notary Public

My term expires: Jan. 11, 1939



CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PRICE CANDY COMPANY

(Pursuant to Section 26 of the General Corporation Law of
the State of Delaware)

We, Harry F. Montgomery, President, and Charles D. Hall, Secretary, of Price Candy Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter sometimes referred to as the "Corporation"), do hereby certify as follows:

1. That the board of directors of the Corporation, at a meeting duly convened and held on the 28th day of June, 1947, at 10 o'clock of that day, proposed an amendment to the certificate of incorporation of said corporation, and at said meeting adopted a resolution setting forth the amendment proposed, declaring its advisability, and calling a special meeting of the stockholders of said Corporation entitled to vote in respect thereof, for the consideration thereof, the following being a true and correct copy of said amendment:

That Article Fourth of the certificate of incorporation of the Corporation be, and it hereby is, amended to read as follows:

Fourth: (a) The amount of the total authorized capital stock of this Corporation is \$1,500,000, consisting of 150,000 shares of Common Stock of the par value of \$10 per share. All prior authorization for \$1 par value Common Stock is hereby cancelled.

(b) Immediately prior to the effectiveness of this amendment the Corporation was authorized to issue 1,000 shares of Common Stock of the par value of \$1 per share (hereinafter referred to as "old Common Stock"), of which 400 shares were then issued and outstanding. Upon the effectiveness of this amendment each of said then outstanding 400 shares of old \$1 par value Common Stock, without further act or deed shall be and shall be deemed to be, changed and converted into 180 share of the new \$10 par value Common Stock authorized by this amendment, so that upon the effectiveness of this amendment 72,000 shares of said new \$10 par value Common Stock hereby authorized shall be issued and outstanding, fully paid and nonassessable, and the capital of the Corporation in respect thereof is and shall be \$720,000, the necessary amount having been duly transferred from surplus to capital concurrently herewith to provide for said increase of capital hereby effected.

The stock certificates now outstanding evidencing the aforesaid 400 shares of old \$1 par value Common Stock shall be deemed to represent shares of new \$10 par value Common Stock into which such shares of old Common Stock are hereby converted at the ratio of 180 shares of new \$10 par value Common Stock for each such share of old \$1 par value Common Stock, and shall also evidence the right of the holders of such old stock certificates, upon the surrender thereof, to receive from the Corporation new stock certificates to evidence the said shares of new \$10 par value Common Stock into which the shares of old \$1 par value Common Stock specified in such old stock certificates are hereby so changed and converted.

(c) Common Stock of the Corporation, whether now or hereafter authorized, and any other classes of stock, or obligations or securities by their terms convertible into shares of stock of the Corporation, whether now or hereafter authorized, shall first be offered to the common stockholders of record on the record date fixed by the board of directors for the purpose so that they may subscribe thereto, at the issue price thereof fixed by the board of directors, for an amount thereof in the proportion that the number of shares of Common Stock held by each such common stockholder bears to the total number of shares of Common Stock then outstanding. If such right of subscription possessed by any such common stockholder be not exercised within such period after notice thereof is mailed to such stockholder at his address as it appears on the stock record books of the Corporation (which period shall not be less than five (5) days but need not be more than ten (10) days, unless a longer time is specified by the board of directors) and pursuant to such other terms and conditions as the board of directors by resolution may have prescribed and set forth in said notice, the right of subscription of such stockholder shall terminate for all purposes in respect of the securities then proposed to be issued.

2. That thereafter on the 28th day of June, 1947, at 12 o'clock noon of that day, pursuant to such call of the board of directors, a special meeting of the stockholders was held on notice waived in writing by the stockholders holding all of the issued and outstanding capital shares of the Corporation, and there were present at such meeting in person or by proxy the holders of all of the issued and outstanding share of \$1 par value Common Stock of the Corporation, being the only class of stock of the Corporation and the only class of stock entitled to vote on such amendment.

3. That at said meeting of the stockholders, the amendment as aforesaid was presented for consideration; and a vote, by ballot, of the stockholders entitled to vote in person or by proxy, was taken for and against the proposed amendment, which vote was conducted by two Judges appointed for that purpose by the said meeting of the stockholders, which Judges decided upon the qualifications of the voters, accepted their votes, and when the vote was completed, counted and ascertained the number of shares voted respectively for and against the amendment, and made out a certificate accordingly, stating the number of shares of stock issued and outstanding and entitled to vote thereon, and the number of shares voted for and the number of shares voted against the amendment respectively, and subscribed and delivered said certificate to the secretary of the Corporation.

4. That a certificate as aforesaid by the said Judges having been made, subscribed and delivered as aforesaid, and it appearing by said certificate of the Judges that the persons or bodies corporate holding all of the issued and outstanding shares of stock of the Corporation, namely 400 shares of the \$1 par value Common Stock out of a total of 400 shares of such Common Stock issued and outstanding and entitled to vote upon said amendment, had voted in favor of the amendment and that no shares had been voted against the amendment, the said amendment was declared duly adopted.

5. That, accordingly, the amendment to the certificate of incorporation of the Price Candy Company, as hereinbefore set out, has been duly adopted in accordance with the provisions of Section 26 of the General Corporation Law of the State of Delaware.

6. That the capital of the Corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, we, Harry F. Montgomery, and Charles D. Hall, Secretary, of the Corporation, have signed the foregoing certificate and have hereunto severally set our hands and caused the Corporate seal of the Corporation to be hereunto affixed this 28th day of June, 1947.

PRICE CANDY COMPANY
CORPORATE SEAL
DELAWARE 1937

Harry F. Montgomery
President

Charles D. Hall
Secretary

STATE OF MISSOURI)
COUNTY OF JACKSON) SS.

BE IT REMEMBERED on this 28th day of June, 1947, I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that Harry F. Montgomery, President of Price Candy Company, personally known to me to be such, duly executed the foregoing certificate before me, and that the said Harry F. Montgomery, President, as aforesaid, duly acknowledged before me that the signatures of the said president and the said secretary of said company, to said certificate appended, are in the handwriting of the president and secretary of PRICE CANDY COMPANY, respectively; and that the corporate seal to said certificate affixed is the common and corporate seal of said company; and that the same was duly affixed by the authority of the stockholders of said company.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of office the day and year aforesaid.

My commission expires April 25th, 1951.

E. B. McClure

E. B. McCLURE
NOTARY PUBLIC
JACKSON COUNTY, MO.

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF INCORPORATION
OF
PRICE CANDY COMPANY

The undersigned, Charles H. Price, President, and Richard P. Brous, Secretary of Price Candy Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter sometimes referred to as the "corporation"), do hereby certify as follows:

FIRST: That the following amendments to the Certificate of Incorporation of the corporation have been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by written consent of all of the stockholders of the corporation pursuant to the provisions of Section 228 of the General Corporation Law of the State of Delaware.

RESOLVED, that the Certificate of Incorporation of Price Candy Company, a Delaware corporation, as heretofore amended, shall be, and it hereby is further amended, as follows:

I. By deleting all of the present Article FOURTH thereof and by inserting, in lieu thereof, a new Article FOURTH, providing in its entirety as follows:

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is 300,000 shares of Common Stock, each of the par value of \$5.00.

Immediately prior to the effectiveness of this amendment, the corporation was authorized to issue 150,000 shares of Common Stock, each of the par value of \$10.00, aggregating \$1,500,000. After the effectiveness of this amendment, the corporation will be authorized to issue 300,000 shares of Common Stock, each of the par value of \$5.00, aggregating \$1,500,000.

Immediately prior to the effectiveness of this amendment, the corporation had 62,250 shares of Common Stock, each of the par value of \$10.00, issued and outstanding and 9,750 shares of Common Stock, each of the par value of \$10.00, issued, but reacquired and held by the corporation as treasury shares.

Upon the effectiveness of this amendment:

(a) Each of said 62,250 issued and outstanding shares of \$10.00 par value Common Stock shall be, and hereby is, automatically reclassified as and converted into shares of Common Stock of the corporation each of the par

value of \$5.00, on the basis of three shares of \$5.00 par value Common Stock of the corporation for each share of the corporation's \$10.00 par value Common Stock, aggregating 186,750 shares of \$5.00 par value Common Stock;

(b) All of the 9,750 shares of \$10.00 par value Common Stock held by the corporation as treasury shares shall be, and they hereby are retired, cancelled and extinguished, and the entire cost to the corporation of said treasury shares, to wit: \$163,500 shall be, and it hereby is, charged against the retained earnings of the corporation;

(c) The entire capital in respect of all of the 72,000 issued shares of \$10.00 par value Common Stock (including said 9,750 shares held as treasury shares), to wit: \$720,000 shall be, and it hereby is, transferred to the corporation's capital in respect of said 186,750 shares of \$5.00 par value Common Stock;

(d) The amount by which the aggregate par value of said 186,750 shares of \$5.00 par value Common Stock exceeds the total of the amount transferred to the corporation's capital pursuant to the provisions of subparagraph (c) of this Article FOURTH, to wit: \$213,750 shall be, and it hereby is, transferred from the corporation's retained earnings to the corporation's capital in respect of said 186,750 shares of \$5.00 par value Common Stock.

Accordingly, immediately after the effectiveness of this amendment, the corporation will have issued and outstanding 186,750 shares of Common Stock, each of the par value of \$5.00, aggregating \$933,750 of capital.

From and after the effectiveness of this amendment, each stock certificate formerly representing shares of the corporation's \$10.00 par value Common Stock issued and outstanding immediately prior to the effectiveness of this amendment shall, without further action, represent shares of the corporation's Common Stock, each of the par value of \$5.00, on the basis of three shares of \$5.00 par value Common Stock for each share of \$10.00 par value Common Stock formerly represented by such stock certificate. .

Each shareholder of the corporation shall be entitled to one vote for each share of stock held by him of record on the books of the corporation.

No holder of any shares of the corporation

shall be entitled as such, as a matter of right, to purchase or subscribe for any shares of stock of the corporation of any class, whether now or hereafter authorized or whether issued for cash, property or services or as a dividend or otherwise, or to purchase or subscribe for any obligations, bonds, notes, debentures, other securities or stock convertible into shares of stock of the corporation or carrying or evidencing any right to purchase shares of stock of any class.

II. By deleting all of the present Article NINTH thereof and by inserting, in lieu thereof, a new Article NINTH, providing in its entirety as follows:

NINTH. The number of directors which shall constitute the whole board of directors shall be fixed by the bylaws of the corporation. Directors need not be stockholders. Elections of directors need not be by ballot unless the bylaws of the corporation shall so provide.

The management of the business and the conduct of the affairs of the corporation shall be vested in the board of directors, and the power and authority of the board shall be unlimited and unrestricted except as the same be expressly limited by the provisions of this Certificate of Incorporation, or from time to time by applicable provisions of law.

III. By deleting all of the present Article TENTH thereof and by inserting, in lieu thereof, a new Article TENTH, providing in its entirety as follows:

TENTH. Subject to any provisions in the statutes of Delaware, whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, the meeting and vote of stockholders may be dispensed with if the holders of a majority of the stock, or the holders of such larger percentage of the vote required by any statute of Delaware for the proposed corporate action, who would have been entitled to vote upon the action if a meeting were held shall consent in writing to such corporate action being taken. Prompt notice shall be given to all stockholders of the taking of such corporate action without a meeting and by less than unanimous written consent.

IV. By deleting all of the present Article ELEVENTH thereof and by inserting, in lieu thereof, a new Article ELEVENTH, providing in its entirety as follows:

ELEVENTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in

a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

V. By deleting all of the present Article FOURTEENTH thereof and by inserting, in lieu thereof, a new Article FOURTEENTH, providing in its entirety as follows:

FOURTEENTH. In case the corporation enters into contracts or transacts business with one or more of its officer or directors, or with any firm of which one or more of its officers or directors are members, or with any other corporation or association as to which one or more of its officers or directors are members, stockholders, directors, or officers, or have an interest, such transaction or transactions shall not be invalidated or in any way affected by the fact that such officer(s) and director(s) ~~have or may have interests therein~~ which are or might be adverse to the interests of this corporation; provided, that such contract or transaction is entered into in good faith and be authorized or ratified by the board of directors or in such manner as may be provided for in the bylaws of the corporation.

VI. By adding to the present Certificate of Incorporation immediately after Article FOURTEENTH thereof, a new Article FIFTEENTH, providing in its entirety as follows:

FIFTEENTH. (a) The corporation shall, in accordance with the provisions of this Article, indemnify every person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of

the corporation), by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The corporation shall, in accordance with the provisions of this Article, indemnify every person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best

interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the Court of Chancery of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery of Delaware or such other court shall deem proper.

(c) To the extent that a director or officer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) of

this Article, or in defense of any claim, issue or matter therein, he shall be entitled, as of right, to indemnification by the corporation against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Except as provided in paragraph (c) of this Article, any indemnification under paragraphs (a) and (b) of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (a) and (b) of this Article. Such determination shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the stockholders.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the manner provided in paragraph (d) of this Article upon receipt of any undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

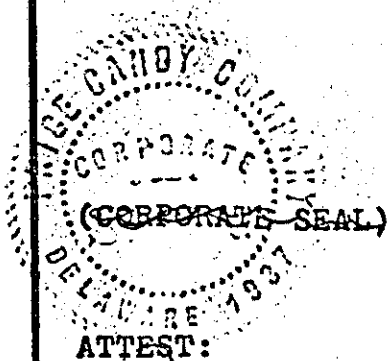
(f) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to ~~action in his official capacity and as to action~~ in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person. Nothing contained in this Article shall be deemed to limit in any way any rights to indemnification which any director, officer, employee or agent of the corporation, or any other person, may have against the corporation, by law, contract, bylaw adopted by the board of directors or the stockholders or otherwise, or to limit the right of the corporation to indemnify persons other than directors and officers and to make different or further indemnifications.

(g) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or

agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

SECOND: The capital will not be reduced under or by reason of said amendments.

IN WITNESS WHEREOF, we Charles H. Price, President, and Richard P. Brous, Secretary of Price Candy Company have signed the foregoing Certificate under the corporate seal of the corporation this 29th day of April, 1969.



Charles H. Price
Charles H. Price, President

ATTEST:

Richard P. Brous
Richard P. Brous, Secretary

STATE OF MISSOURI)
) SS.
COUNTY OF JACKSON)

BE IT REMEMBERED, that on the 29th day of April, 1969, personally came before me, the undersigned, a notary public in and for the County and State aforesaid, Charles H. Price, President, and Richard P. Brous, Secretary, of Price Candy Company, a Delaware corporation, and the corporation described in the foregoing certificate, personally known to me to be such, and the said Charles H. Price, President, duly executed the foregoing certificate before me and acknowledged the said certificate to be the act and deed of said corporation, and to be the act and deed of himself, as President, and of Richard P. Brous, as Secretary of said corporation; and the said Charles H. Price further acknowledged that the signatures of the said President and the said Secretary of the corporation to said certificate appended are in the handwriting of the President and Secretary of the corporation, respectively, that the corporate seal affixed to said certificate is the corporate seal of the said corporation, that the facts stated in said certificate are true and correct, and that the affixing of the corporate seal to said certificate and the execution, acknowledgment and delivery thereof were duly authorized by the Board of Directors and

stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office, at Kansas City, Jackson County, Missouri, the day and year last above written.

Robert Lee Moran
Notary Public

My commission expires:

April 9, 1972

52251-a

Designation of Agent and
Acceptance of the Constitution
of the State of Idaho

PRICE CANDY COMPANY

STATE OF IDAHO, Filing \$4.00
DEPARTMENT OF STATE, Certifying Copy ~~251.00~~ \$5.00

Filed in the office of the Secretary of State
October 20, 1975

at 3:00 o'clock P., M.
PETE F. CENARRUSA

Secretary of State.
By *Margaret A. Lawrence*
Corporation Clerk.

STATE OF IDAHO,

County of _____

Filed in the office of the Clerk of the District

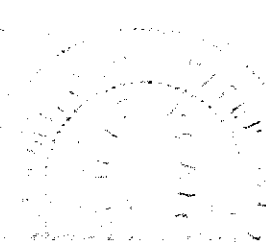
Court in and for said county _____

, 19____

at _____ o'clock _____, M.

Clerk.

By _____ Deputy.





Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that
PRICE CANDY COMPANY

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **20th** day of **October** 19 **75**, a properly authenticated copy of its articles of incorporation, and on the **20th** day of **October** 19 **75**, a designation of **T.H. Eberle or R.B. Kading or J.R. Gillespie** of the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **20th** day of **October**, A.D., 19 **75**.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk