



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

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 AMENDMENT

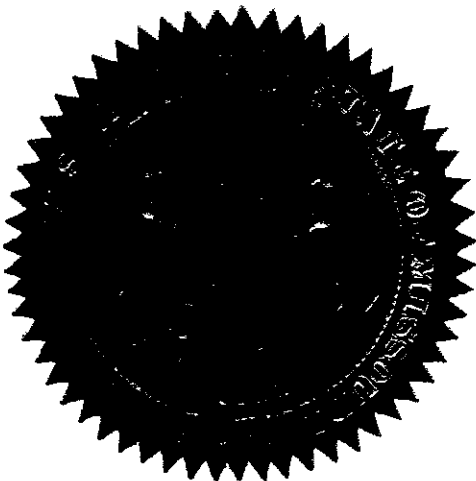
AND

ARTICLES OF AMENDMENT

OF

RUSSELL STOVER CANDIES, INC.

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
_____ 26th _____ day of _____ January _____ A. D.,
Nineteen Hundred and _____ Seventy-eight _____.

James C. Kirkpatrick

SECRETARY OF STATE



STATE of MISSOURI
JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

Certificate of Amendment

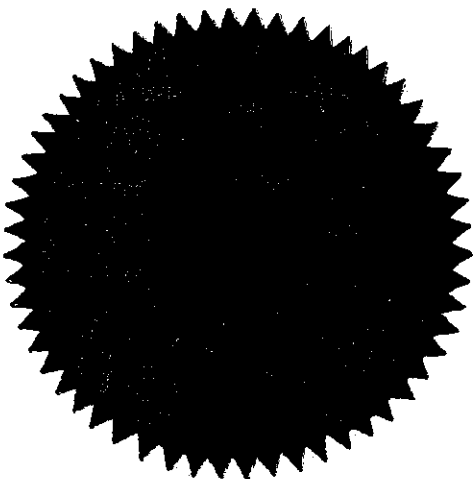
WHEREAS, RUSSELL STOVER CANDIES, INC.

a corporation organized under The General and Business Corporation Law has delivered to me a Certificate of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General and Business Corporation Law.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that I have filed said Certificate of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

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 19th day of December, 19 77

James C. Kirkpatrick
Secretary of State



RECEIVED OF: Russell Stover Candies, Inc.
Three Dollars and no/100----- 3.00
..... Dollars, \$.....

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

No. #00097788

Dorothy Mae Miller
Deputy Collector of Revenue

			Angelbeck, W.
			Bailey, L.
			Barton, J.
Date	Initial		

DEC 19 1977

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF
RUSSELL STOVER CANDIES, INC. Corporation Dept. SECRETARY OF STATE

The undersigned, Russell Stover Candies, Inc., a Missouri corporation (hereinafter called the "Corporation"), for the purpose of amending the Articles of Incorporation of the Corporation, in accordance with the provisions of The General and Business Corporation Law of Missouri, does hereby make and execute this Certificate of Amendment and does hereby certify as follows:

I. The name of the Corporation is:

RUSSELL STOVER CANDIES, INC.

The Corporation was originally organized under the name of Business Ventures, Inc.

II. The amendment set forth below was adopted by the shareholders of the Corporation at the Annual Meeting of the Shareholders of the Corporation held on December 19, 1977.

III. The following resolution sets forth the amendment adopted:

RESOLVED, that the Articles of Incorporation of this corporation, as heretofore amended, be and they hereby are, further amended by deleting the present ARTICLE SIXTH thereof and by inserting in lieu thereof the following new ARTICLE SIXTH:

ARTICLE SIXTH

The number of directors to constitute the present board of directors of this corporation is nine (9). The number of directors to constitute subsequent boards of directors shall be fixed by, or in the manner provided in, the bylaws of the corporation. Any changes in the number of members of the board of directors shall be reported to the Secretary of State of the States of Missouri within thirty (30) calendar days of such change. Directors need not be shareholders of the corporation.

IV. The number of shares of stock outstanding and the number of shares entitled to vote on the foregoing amendment was 6,533,000 shares of Common Stock, with par value of \$1 per share.

V. The number of shares of Common Stock of the Corporation voted at said meeting for the said amendment was 6,537,534 shares and the number of shares of Common Stock of the Corporation voted at said meeting against said amendment was 7,892 shares.

VI. In accordance with the provisions of The General and Business Corporation Law of Missouri, the foregoing amendment was adopted by the affirmative vote, at said meeting, of a majority of the outstanding shares of stock of the Corporation.

IN WITNESS WHEREOF, this Certificate of Amendment has been

Corporation Dept. SECRETARY OF STATE