

State of Idaho

Department of State

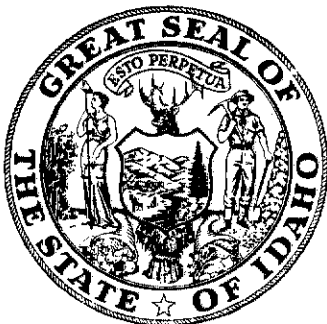
CERTIFICATE OF AUTHORITY OF

GOODY'S CANDY STORE, INC.
File number C 122469

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State attach hereto a duplicate of the Application for such Certificate.

Dated: January 21, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *Greg J. Clark*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

Jan 21 11 41 AM '98

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is Goody's Candy store, Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Oregon
4. Its date of incorporation is 09/24/91
5. The address of its principal office is 330S.E. Bridgeford Ave. #7, Bend, OR. 97701
6. The address to which correspondence should be addressed, if different from item 5, is 1502 N. 13th. St. Boise, ID. 83703
7. The street address of its registered office in Idaho is 1502 N. 13th St. Boise, ID. 83703
_____, and its registered agent in Idaho at that address is Brett A Palmateer
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Bill Bibeau</u>	<u>President</u>	<u>422 S.W. Blakely Ct. Bend, OR.</u>
<u>Michael Allen</u>	<u>Secretary</u>	<u>64224 Tamalo Rim Dr. Bend, Or</u>
<u>Brett A Palmateer</u>	<u>C.F.O.</u>	<u>3413 Sunset Ave. Boise, ID.</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: January 20th 1998

Goody's Candy store, Inc.

(Corporation name)

By 

Its C.F.O.

(specify capacity of signer)

Customer Acct #:

IDAHO SECRETARY OF STATE

(if using pre-paid account)

01/21/1998 09:00
CK: 1588 ET: 92961 SH: 74781

1 @ 100.00 = 100.00 AUTH PRO
1 @ 20.00 = 20.00 EXPEDITE C

C 122469

Revised 7/97

g:\corpforms\ACA.pmf

CERTIFICATE

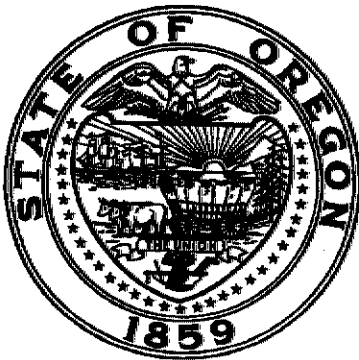
State of Oregon

**OFFICE OF THE SECRETARY OF STATE
Corporation Division**

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

GOODY'S CANDY STORE, INC.

*was
incorporated
under the Oregon
Business Corporation Act
on
September 24, 1991
and is active on the records of the Corporation Division as
of the date of this certificate.*



*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.*

PHIL KEISLING, Secretary of State

By Debra L. Virag
Debra L. Virag
January 13, 1998