



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 AMENDMENT

AND

ARTICLES OF AMENDMENT

OF

RUSSELL STOVER CANDIES, INC.

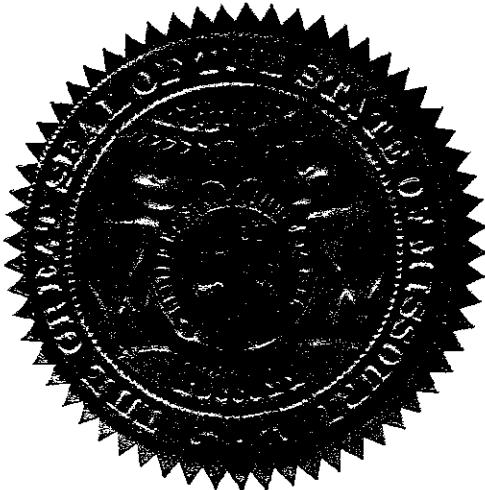
(FILED: DECEMBER 18, 1974)

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

16th day of January,
Nineteen Hundred and Seventy-five.

James Kirkpatrick
SECRETARY OF STATE





STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

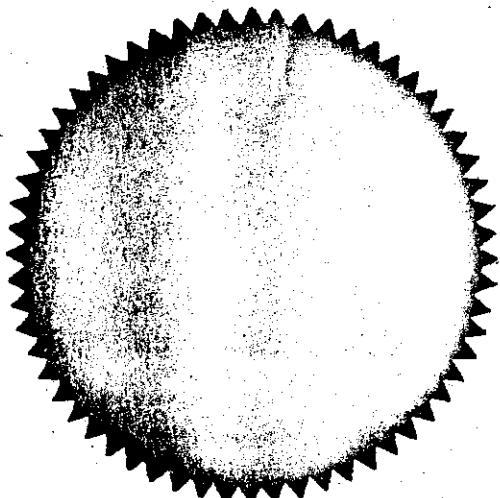
Certificate of Amendment

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 18th day of December, 1974.

James Kirkpatrick
Secretary of State



RECEIVED OF: RUSSELL STOVER CANDIES, INC.
Three Dollars and no/100----- 5.00
----- Dollars, \$.....

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

No. 97788

Dorothy Mae Miller
Deputy Collector of Revenue

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF
RUSSELL STOVER CANDIES, INC.

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 16, 1974.

III. The following resolution sets forth the amendment to be 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 comprise the board of directors shall be ten (10). 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 6,609,500 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 4,975,064 shares and the number of shares of Common Stock of the Corporation voted at said meeting against said amendment was 54,451 shares.

VI. The foregoing amendment was, in accordance with the provisions of The General and Business Corporation Law of Missouri, 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 executed in duplicate by the Corporation, by its President and by its Secretary,

with its corporate seal hereto affixed, on this 16th day of December, 1974.

RUSSELL STOVER CANDIES, INC.

By Louis L. Ward
Louis L. Ward, President

[CORPORATE SEAL]

By Edward S. Biggar
Edward S. Biggar, Secretary

STATE OF MISSOURI)
) SS.
COUNTY OF JACKSON)

I, Louis L. Ward, being first duly sworn, upon my oath do depose and say that the matters and things set forth in the foregoing Certificate of Amendment are true and correct.

Louis L. Ward
Louis L. Ward, President of

Russell Stover Candies, Inc.

Subscribed and sworn to before me this 16th day of December, 1974.

Jutta Warren
Notary Public within and for said
County and State.

My commission expires My Commission Expires Feb. 2, 1977.

JUTTA WARREN

FILED AND CERTIFICATE
ISSUED

DEC 18 1974

James C. Clegg
Corporation Dept. SECRETARY OF STATE