

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

OLD FASHION SUCKER COMPANY

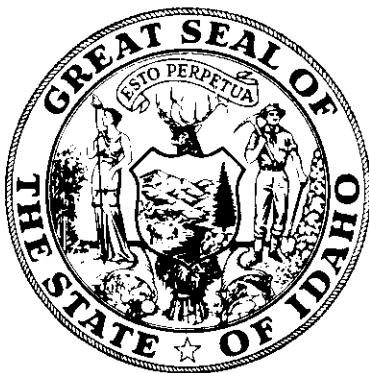
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

OLD FASHION SUCKER COMPANY

duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **January 11, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION

OF

OLD FASHION SUCKER COMPANY

The undersigned hereby establish a corporation pursuant to the Idaho Business Corporation Act, as amended (the "Act"), and adopt the following articles of incorporation.

FIRST: The name of the corporation is Old Fashion Sucker Company.

SECOND: The corporation shall have perpetual existence.

THIRD: (a) The purposes for which the corporation is organized are:

(i) To produce and market all types of candies and to do business in all related aspects of the candy industry; and

(ii) To transact any and all lawful business for which corporations may be incorporated under the Act.

(b) The corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon corporations organized under the Act and may do everything necessary, suitable or proper to accomplish any of its corporate purposes.

FOURTH: (a) The aggregate number of shares that the corporation shall have authority to issue is 25,000 shares of common stock, each having a par value of \$1.00.

(b) Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation and entitled to vote, except that in the election of directors he shall have the right to vote such number of shares for as many persons as there are directors for whom he has a right to vote. Cumulative voting shall be allowed in the election of directors.

(c) At all meetings of shareholders, a majority of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum; and at any meeting at which a quorum is present the affirmative vote of a majority of the shares represented at such meeting and entitled to vote on the subject matter shall be the act of the sharehol-

ders, unless the vote of a greater proportion or number is required by the Act.

(d) No shareholder of the Corporation shall have any pre-emptive rights.

(e) The Corporation shall have the right to purchase its own shares to the extent of unreserved and unrestricted capital surplus, provided the Corporation is solvent and when such redemption or purchase would not render it insolvent or reduce the net assets below the aggregate amount payable to the holders of shares having prior or equal rights to the assets of the Corporation upon involuntary dissolution.

(f) The board of directors may from time to time distribute to the shareholders in partial liquidation, out of capital surplus of the Corporation, a portion of its assets, in cash or property, subject to the limitations contained in the Act.

FIFTH: The Corporation shall have the right to indemnify any person to the fullest extent allowed by the Act, except as limited by the by-laws of the Corporation from time to time in effect.

SIXTH: The initial board of directors shall consist of 3 director(s). The number of directors may be increased or decreased from time to time as provided in the by-laws; provided, however, that the number of directors constituting a board shall not be less than three (3) except, a) so long as there are no shareholders the number of directors may be one (1) or two (2) as designated in the Articles; or b) so long as there are fewer than three shareholders the number of directors may equal the number of shareholders. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and have qualified are:

Robert S. Klein	10730 Seneca Drive Boise, Idaho 83709
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Susan K. Klein	10730 Seneca Drive Boise, idaho 83709
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Lowell J. Fugall	514 N. Walnut Boise, Idaho 83702
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SEVENTH: The address of the initial registered office of the Corporation is 6477 Fairview Avenue, Suite F, Boise, Idaho 83704. The name of its initial registered agent at such address is Robert S. Klein.

EIGHTH: The name and address of each incorporator is as follows: (may be one incorporator - may be a corporation)

John B. Hansen

1555 Shoreline Dr., Suite 100
Boise, Idaho 83702

IN WITNESS WHEREOF:

Dated:

January 3, 1985

John B. Hansen