

6-11-98

07-01-1998

FORM PTO-1594
1-31-82

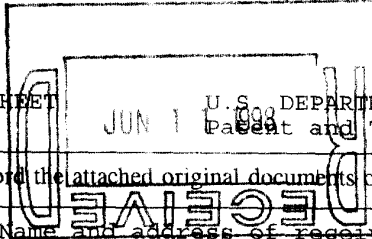
MRD



To the Honorable Comm

100751437

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



to record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 HERCO Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Pennsylvania
 Other _____

Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 24, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No. (s)
 75/424,252
 75/340,234
 75/398,359

Additional numbers attached? Yes No

2. Name and address of receiving party(ies):
 Name: Hershey Entertainment & Resorts Company
 Internal Address: _____
 Street Address: 300 Park Boulevard
 City: Hershey State: PA ZIP: 17033
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Pennsylvania
 Other _____

If assignee is not domiciled in the United States, a domestic representative is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached?
 Yes No

B. Trademark registration No. (s)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Sue Heberlig, Paralegal
 Internal Address: McNees, Wallace & Nurick

 Street Address: P.O. Box 1166
 City: Harrisburg State: PA ZIP: 17108

6. Total number of applications and registrations involved.....

7. Total fee (37 CFR 3.41):..... \$90
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

06/29/1998 DNGUYEN 00000236 75424252

01 FC:481
02 FC:482

40.00 OP
50.00 OP

DO NOT USE THIS SPACE

9. Statement and signature
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Sue Heberlig
 Name of Person Signing

[Signature]
 Signature

6.9.98
 Date

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011).

TRADEMARK
 REEL: 1746 FRAME: 0759

9831-1723

APR 24 1998

Microfilm Number _____ Filed with the Department of State on _____

Entity Number 634911

[Signature]

Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: HERCO Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>300 Park Boulevard, Hershey, PA 17033</u>	<u>Dauphin</u>
Number and Street	City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: PA Business Corporation Law of 1874

4. The date of its incorporation is: 10/31/27

5. (Check, and if appropriate complete, one of the following):

- The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
- The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

- The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).
- The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:
RESOLVED, that Article 1 of the Articles of Incorporation shall be amended to read
as follows: "The name of the corporation is Hershey Entertainment & Resorts Company"

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

APR 24 98

PA Dept. of State

TRADEMARK
REEL: 1746 FRAME: 0760

9831-1724

DSCB:15-1915 (Rev 90)-2

8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 24th day of April, 1998.

HERCO Inc.

(Name of Corporation)

BY: David P. Lavery

(Signature)

TITLE: Vice President, Chief Financial Officer