

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Hershey Foods Corporation | | 04/19/2005 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | The Hershey Company | | |
| Street Address: | 100 Crystal A Drive | | |
| City: | Hershey | | |
| State/Country: | PENNSYLVANIA | | |
| Postal Code: | 17033 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 78376355 | SMART ZONE | |
| Serial Number: | 78416750 | HERSHEY'S SMART ZONE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (303)467-7997 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 303-463-6552 | | |
| Email: | mcecilfew@hersheys.com | | |
| Correspondent Name: | Martha L. Cecil-Few | | |
| Address Line 1: | Hershey Chocolate & Confectionery Corp. | | |
| Address Line 2: | 4860 Robb Street, Suite 204 | | |
| Address Line 4: | Wheat Ridge, COLORADO 80033 | | |
| NAME OF SUBMITTER: | Martha L. Cecil-Few | | |
| Signature: | /Martha L. Cecil-Few/ | | |
| Date: | 05/05/2005 | | |

OP \$65.00 78376355

Total Attachments: 3

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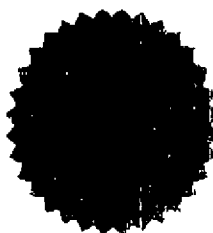
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HERSHEY FOODS CORPORATION", CHANGING ITS NAME FROM "HERSHEY FOODS CORPORATION" TO "THE HERSHEY COMPANY", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF APRIL, A.D. 2005, AT 3:05 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3855391

0224803 8100

050360621

DATE: 05-04-05

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:04 PM 04/19/2005
FILED 03:05 PM 04/19/2005
SRV 050315265 - 0224803 FILE

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
HERSHEY FOODS CORPORATION**

Hershey Foods Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The Board of Directors of the Corporation, at a meeting duly convened and held on February 15, 2005, adopted resolutions proposing and declaring it advisable and in the best interests of the Corporation that the Restated Certificate of Incorporation of the Corporation be amended as follows:

(a) Article First of the Restated Certificate of Incorporation is amended in its entirety by substituting in lieu thereof the following:

FIRST. Name.

The name of the Corporation is The Hershey Company.

(b) Article Fourth, the first two sentences of subparagraph A, subparagraph A1, and subparagraph A2 of the Restated Certificate of Incorporation are amended in their entirety by substituting in lieu thereof the following:

FOURTH. Capital Stock.

A. *Classes and Number of Shares.* The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,055,000,000 shares. The classes and the aggregate number of shares of stock of each class which the Corporation shall have authority to issue are as follows:

1. 900,000,000 shares of Common Stock, one dollar (\$1.00) par value (hereinafter the "Common Stock").
2. 150,000,000 shares of Class B Common Stock, one dollar (\$1.00) par value (hereinafter the "Class B Common Stock").


2. Thereafter, pursuant to resolution of the Board of Directors of the Corporation, an annual meeting of the stockholders of the Corporation was duly called and held on April 19, 2005, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the foregoing amendments.

3. The foregoing amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Richard H. Lenny, its Chairman, President and Chief Executive Officer, the 19th day of April 2005.

HERSHEY FOODS CORPORATION

By:


Richard H. Lenny
Chairman, President and
Chief Executive Officer