

Delaware

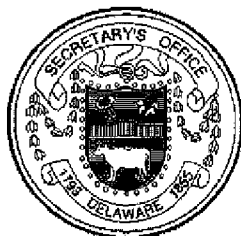
PAGE 1

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 OWNERSHIP OF "ARCHIBALD ACQUISITION CORP.", CHANGING ITS NAME FROM "ARCHIBALD ACQUISITION CORP." TO "ARCHIBALD CANDY CORPORATION", FILED IN THIS OFFICE ON THE FIRST DAY OF NOVEMBER, A.D. 2002, AT 5:01 O'CLOCK P.M.

3571992 8100

070087068



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5385067

DATE: 01-26-07

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NOV 01 2002 15:26 FR WINSTON & STRAWN 312 558 7426 TO

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:01 PM 11/01/2002
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**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
ARCHIBALD CANDY CORPORATION
WITH AND INTO
ARCHIBALD ACQUISITION CORP.**

**PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE**

Archibald Candy Corporation, an Illinois corporation (the "Terminating Corporation"), hereby certifies to the following facts relating to the merger (the "Merger") of the Terminating Corporation with and into Archibald Acquisition Corp., a Delaware corporation ("Acquisition Corp."), with Acquisition Corp. remaining as the surviving corporation (the "Surviving Corporation"):

FIRST: The name and state of incorporation of each of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
ARCHIBALD CANDY CORPORATION	Illinois
ARCHIBALD ACQUISITION CORP.	Delaware

SECOND: The Surviving Corporation is a wholly owned subsidiary of the Terminating Corporation.

THIRD: Attached hereto as Annex A is a true and correct copy of the resolutions duly adopted by written consent of all of the directors of the Terminating Corporation on October 25, 2002, and none of such resolutions has been amended, modified or rescinded, and each is in full force and effect on the date hereof.

FOURTH: As hereinafter described, there are no shareholders of the Terminating Corporation entitled to vote on the Merger as contemplated by Section 7.10 of the Business Corporations Act of 1983 of the State of Illinois. Pursuant to that certain Second Amended Joint Plan of Reorganization (the "Plan") of the Terminating Corporation and Fannie May Holdings, Inc., a Delaware corporation and the former holder of all of the outstanding shares of capital stock of the Terminating Corporation ("Holding Co."), which was approved by the United States Bankruptcy Court for the District of Delaware on September 24, 2002, all outstanding shares of Holding Co. have been cancelled and retired and have ceased to exist. In accordance with the Plan, Holding Co. was merged with and into the Terminating Corporation pursuant to an Agreement and Plan of Merger dated as of October 25, 2002, with the Terminating Corporation as the surviving corporation (the "Holding Co. Merger"). In accordance with the Plan and the Holding Co. Merger, there are no shareholders of the Terminating Corporation.

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FIFTH: The name of the corporation surviving the Merger is Archibald Acquisition Corp. Immediately upon consummation of the Merger, the name of the Surviving Corporation shall be changed to Archibald Candy Corporation.

SIXTH: The effective date of the Merger is November 1st, 2002.

IN WITNESS WHEREOF, the undersigned has executed this Certificate, pursuant to the approval and authority duly given by resolutions adopted by the Board of Directors of Archibald Candy Corporation, on this 1st day of November, 2002.

ARCHIBALD CANDY CORPORATION,
an Illinois corporation

By: Ted A. Shepherd
Ted A. Shepherd
President and Chief Executive Officer

ANNEX A

**RESOLUTIONS OF THE
BOARD OF DIRECTORS
OF
ARCHIBALD CANDY CORPORATION**

WHEREAS, pursuant to that certain Second Amended Joint Plan of Reorganization (the "Reorganization Plan") of the Archibald Candy Corporation, an Illinois corporation (the "Corporation"), and Fannie May Holdings, Inc., a Delaware corporation and the holder of all of the outstanding shares of capital stock of the Corporation ("Holding Co."), which was approved by the United States Bankruptcy Court for the District of Delaware on September 24, 2002, Holding Co. is to be merged with and into the Corporation, with the Corporation remaining as the surviving corporation (the "Holding Co. Merger");

WHEREAS, pursuant to the Reorganization Plan and immediately after the consummation of the Holding Co. Merger, the Corporation is to be merged with and into Archibald Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of the Corporation ("Acquisition Corp."), with Acquisition Corp. remaining as the surviving corporation (the "Acquisition Corp. Merger");

WHEREAS, there has been presented to the Board of Directors of the Corporation (the "Board") that certain Agreement and Plan of Merger between the Corporation and Holding Co., a form of which is attached as Exhibit A (the "Holding Co. Merger Plan"), pursuant to which the Holding Co. Merger will be effected, and there has been presented to the Board that certain Agreement and Plan of Merger between the Corporation and Acquisition Corp., a form of which is attached as Exhibit B (the "Acquisition Corp. Merger Plan"), pursuant to which the Acquisition Corp. Merger will be effected;

WHEREAS, pursuant to the Reorganization Plan, all outstanding shares of Holding Co. will be cancelled and retired and by operation of law will cease to exist (the "Reorganization"); and

WHEREAS, as a result of the Reorganization and the Holding Co. Merger, there will be no holders of stock of the Corporation entitled to receive a pro rata distribution of stock of Acquisition Corp. upon consummation of the Acquisition Corp. Merger.

RESOLVED, THEREFORE, that the Holding Co. Merger and the Acquisition Corp. Merger are each hereby authorized and approved in all respects;

RESOLVED FURTHER, that the form, terms and provisions of each of the Holding Co. Merger Plan and the Acquisition Corp. Merger Plan are hereby authorized and approved in all respects;

RESOLVED FURTHER, that the officers of the Corporation (the "Designated Officers") be, and they hereby are, authorized and empowered for, in the name of, and on behalf of the Corporation, to take or cause to be taken any and all such other and further action, and to execute

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ANNEX A

and deliver any and all such instruments as each, in his discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and

RESOLVED FURTHER, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions of management, officers, and members of the Board of the Corporation, in the name and on behalf of the Corporation, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

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EXHIBIT A

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NOV 01 2002 15:27 FR WINSTON & STRAWN 312 558 7426 TO 2#682#9130265542 P.16/24

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated as of October __, 2002 ("Agreement"), is by and between Fannie May Holdings, Inc., a Delaware corporation ("Holding Co."), and Archibald Candy Corporation, an Illinois corporation and wholly-owned subsidiary of Holding Co. ("Archibald").

RECITALS

A. Holding Co. is a corporation duly incorporated and existing under the laws of the State of Delaware.

B. Archibald is a corporation duly incorporated and existing under the laws of the State of Illinois.

C. That certain Second Amended Joint Plan of Reorganization (the "Plan") of Holding Co. and Archibald was approved on September 24, 2002 by the United States Bankruptcy Court for the District of Delaware.

D. The respective boards of directors of Holding Co. and Archibald have determined that, as part of the reorganization contemplated by the Plan (the "Reorganization"), it is advisable and in the best interests of each corporation that Holding Co. merge with and into Archibald (the "Merger") on the terms, and subject to the conditions, of this Agreement, the Delaware General Corporation Law (the "DGCL") and the Business Corporations Act of 1983 of the State of Illinois (the "Illinois Act"). As a result of the Reorganization and the Merger, the separate existence of Holding Co. will cease.

E. The respective boards of directors of Holding Co. and Archibald have been duly advised of the terms and conditions of the Reorganization and the Merger and, by resolutions duly adopted, have authorized, approved and adopted this Agreement.

F. Pursuant to the Plan, all of the issued and outstanding capital stock of Holding Co. has been cancelled and retired and has ceased to exist.

NOW, THEREFORE, on the terms, and subject to the conditions, of this Agreement, Holding Co. and Archibald agree as follows.

ARTICLE 1

THE MERGER; RELATED TRANSACTIONS

1.1 **EFFECTIVE DATE.** The Merger will be consummated by (a) Holding Co. filing a certificate of ownership and merger (the "Certificate of Merger") with the Secretary of State of the State of Delaware in accordance with Section 253 of the DGCL and (b) Holding Co. and Archibald filing articles of merger (the "Articles of Merger") with the Secretary of State of the State of Illinois in accordance with Section 11.05 of the Illinois Act. The Merger will become effective when both the Certificate of Merger has been filed with, and accepted by, the Secretary

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IN WITNESS WHEREOF, each of the parties has caused this Agreement to be executed on its behalf by its respective officers thereunto duly authorized, all as of the date set forth above.

ARCHIBALD CANDY CORPORATION

By: _____

Name: Ted A. Shepherd

Title: President and Chief Executive Officer

FANNIE MAY HOLDINGS, INC.

By: _____

Name: Ted A. Shepherd

Title: President and Chief Executive Officer

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EXHIBIT B

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NOV 01 2002 15:27 FR WINSTON & STRAWN 312 558 7426 TO 2#682#9130265542 P.21/24

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated as of October __, 2002 ("Agreement"), is by and between Archibald Candy Corporation, an Illinois corporation (the "Terminating Corporation"), and Archibald Acquisition Corp., a Delaware corporation and wholly-owned subsidiary of Archibald ("Acquisition Corp.").

RECITALS

A. The Terminating Corporation is a corporation duly incorporated and existing under the laws of the State of Illinois.

B. Acquisition Corp. is a corporation duly incorporated and existing under the laws of the State of Delaware.

C. That certain Second Amended Joint Plan of Reorganization (the "Plan") of the Terminating Corporation and Fannie May Holdings, Inc., a Delaware corporation, was approved on September 24, 2002 by the United States Bankruptcy Court for the District of Delaware.

D. The respective boards of directors of the Terminating Corporation and Acquisition Corp. have determined that, as part of the reorganization contemplated by the Plan (the "Reorganization"), it is advisable and in the best interests of each corporation that the Terminating Corporation merge with and into Acquisition Corp. (the "Merger") on the terms, and subject to the conditions, of this Agreement, the Delaware General Corporation Law (the "DGCL") and the Business Corporations Act of 1983 of the State of Illinois (the "IL Act"). As a result of the Reorganization and the Merger, the separate existence of the Terminating Corporation will cease.

E. The respective boards of directors of the Terminating Corporation and Acquisition Corp. have been duly advised of the terms and conditions of the Reorganization and the Merger and, by resolutions duly adopted, have authorized, approved and adopted this Agreement.

F. Pursuant to the Plan, all of the issued and outstanding capital stock of the Terminating Corporation has been cancelled and retired and has ceased to exist.

NOW, THEREFORE, on the terms, and subject to the conditions, of this Agreement, the Terminating Corporation and Acquisition Corp. agree as follows.

ARTICLE 1

THE MERGER; RELATED TRANSACTIONS

1.1 **EFFECTIVE DATE.** The Merger will be consummated by (a) the Terminating Corporation filing a certificate of ownership and merger (the "Certificate of Merger") with the Secretary of State of the State of Delaware in accordance with Section 253 of the DGCL and (b) the Terminating Corporation and Acquisition Corp. filing articles of merger (the "Articles of

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Merger") with the Secretary of State of the State of Illinois in accordance with Section 11.05 of the Illinois Act. The Merger will become effective when both the Certificate of Merger has been filed with, and accepted by, the Secretary of State of the State of Delaware and the Articles of Merger have been filed with, and accepted by, the Secretary of State of the State of Illinois (the "Effective Date").

1.2 MERGER. (a) On the Effective Date:

- (i) the Terminating Corporation will merge with and into Acquisition Corp., and Acquisition Corp. will be the surviving corporation in the Merger (the "Surviving Corporation");
 - (ii) immediately upon consummation of the Merger, the name of the Surviving Corporation will be changed to Archibald Candy Corporation;
 - (iii) the separate existence of the Terminating Corporation will cease, and the Surviving Corporation will succeed, without other transfer, to all of the rights and property of the Terminating Corporation, and will be subject to all of the debts and liabilities of the Terminating Corporation, as provided for in Section 259 of the DGCL; and
 - (iv) the members of the board of directors and officers of Acquisition Corp. will become the members of the board of directors and the corresponding officers of the Surviving Corporation.
- (b) On and after the Effective Date, the Surviving Corporation will carry on its business with the assets of the Terminating Corporation, as well as with the assets of the Acquisition Corp.

1.3 EFFECT ON CAPITAL STOCK. By virtue of the Reorganization, each share of capital stock of the Terminating Corporation was cancelled and retired and has ceased to exist. On the Effective Date, by virtue of the Reorganization and the Merger, each share of Acquisition Corp. common stock, par value \$1.00 per share, issued and outstanding immediately before the Effective Date, will be cancelled and retired and cease to exist. Any holder of a certificate representing any such cancelled and retired shares of Acquisition Corp. common stock, or each person listed on the stock transfer books of Acquisition Corp. as owning any such shares of Acquisition Corp. common stock, will cease to have any rights with respect to such cancelled and retired shares. New shares of common stock of the Surviving Corporation will be issued in accordance with the Plan.

1.4 CERTIFICATE OF INCORPORATION AND BYLAWS. The certificate of incorporation of Acquisition Corp. in effect at the Effective Date will be the certificate of incorporation of the Surviving Corporation until changed or amended as provided therein or by

applicable law. The bylaws of Acquisition Corp. in effect at the Effective Date will be the bylaws of the Surviving Corporation until changed or amended as provided therein or by applicable law.

ARTICLE 2 MISCELLANEOUS

2.1 AMENDMENT; WAIVER. At any time before the Effective Date, the Terminating Corporation and Acquisition Corp., to the extent permitted by the DGCL and the IL Act, may by written agreement amend, modify or supplement any provision of this Agreement; provided, however, that such amendment, modification or supplement is consistent with the provisions of the Plan.

2.2 ENTIRE AGREEMENT; ASSIGNMENT. This Agreement, together with the Plan, constitutes the entire agreement and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter hereof. Neither this Agreement nor any right, interest or obligation under this Agreement may be assigned, in whole or in part, by operation of law or otherwise, without the prior written consent of the other party.

2.3 GOVERNING LAW. This Agreement will be governed by and construed in accordance with the substantive laws of the State of Delaware, regardless of the laws that might otherwise govern under principles of conflicts of laws applicable thereto.

2.4 PARTIES IN INTEREST. Nothing in this Agreement, express or implied, is intended to confer upon any person, other than the parties hereto, any rights or remedies of any nature whatsoever under or by reason of this Agreement.

2.5 COUNTERPARTS. This Agreement may be executed in one or more counterparts, each of which will be deemed to be an original, but all of which will constitute one and the same agreement, and will become effective when one or more counterparts have been signed by each of the parties and delivered to the other parties.

[signature page follows]

NOV 01 2002 15:28 FR WINSTON STRAWN 312 558 7426 TO 2#682#9130265542 P.24/24

IN WITNESS WHEREOF, each of the parties has caused this Agreement to be executed on its behalf by its respective officers thereunto duly authorized, all as of the date set forth above.

ARCHIBALD CANDY CORPORATION

By: _____

Name: Ted A. Shepherd

Title: President and Chief Executive Officer

ARCHIBALD ACQUISITION CORP.

By: _____

Name: Ted A. Shepherd

Title: President, Chief Executive Officer and Secretary

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