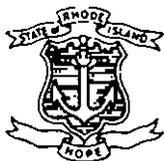


Filing and License Fee: \$310.00 minimum

ID Number: 143486



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is See's Candy Shops, Incorporated
2. It is incorporated under the laws of California
3. The name, if different, which it elects to use in Rhode Island is:
(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island.
(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:
4. The date of its incorporation is April 24, 1978 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 210 El Camino Real South San Francisco, CA 94080
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System
7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are: Retail sale of candy

Table with 2 columns: Name, Address. Rows for Director, President, Vice President, Treasurer, Secretary.

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FILED OCT 22 2004 By [Signature] 48134

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common		Shares are without Par Value

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common		Shares are without Par Value

- 11 (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 97,980,132
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.00 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 170,000,000
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 76,000
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.447 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
- 13 This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 10-15-04



SEES CANOY SHOPS INCORPORATED
 Print Exact Name of Corporation Making Application

By Richard Van Doren
 President or Vice President (check one)

AND

By James F. Tremont
 Secretary or Assistant Secretary (check one)

JAMES F. TREMONT

STATE OF CALIFORNIA
 COUNTY OF SAN MATEO

In SOUTH SAN FRANCISCO on this 15th day of OCTOBER, 2004, before me personally appeared RICHARD VAN DOREN AND JAMES F. TREMONT who, being duly sworn, declared that ~~he~~ ^{THEY ARE} the VICE PRESIDENT AND SECRETARY of the above-named entity and that ~~he~~ ^{THEY} signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Marie-Jeanne Griffith
 Notary Public
 My Commission Expires: June 4, 2006

SEE'S CANDY SHOPS, INCORPORATED
OFFICERS AND DIRECTORS

<u>NAME OF OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS</u>
Warren E. Buffett	Chairman of the Board	210 El Camino Real South San Francisco, CA 94080
Charles N. Huggins	President	Same as above
Richard Van Doren	Vice President	Same as above
Donna Arevalo	Vice President	Same as above
James F. Tremont	Secretary	Same as above
Kenneth C. Scott	Treasurer and Chief Financial Officer	Same as above
Marc D. Hamburg	Assistant Secretary-Treasurer	Same as above

DIRECTORS

Warren E. Buffett	Same as above
Charles N. Huggins	Same as above
Charles T. Munger	Same as above

EFFECTIVE: March 30, 2001



SECRETARY OF STATE



I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT - 6 2004



Kevin Shelley
Secretary of State