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From:
     Account Name   : EMPIRE CORPORATE KIT COMPANY
     Account Number : 072450003255
     Phone          : (305)634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

t l c chocolates inc.

Certificate of Status	0
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TALLAHASSEE FLORIDA

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 29, 2002

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SUBJECT: T L C CHOCOLATES INC.
REF: W02000031152

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TALLAHASSEE FLORIDA

(4)

ARTICLES OF INCORPORATION

OF

T L C Chocolates Inc.

The undersigned subscriber to the Articles of Incorporation, natural person, competent to contract, desiring to form a corporation under the laws of the State of Florida, hereby makes, subscribes and acknowledges this certificate for that purpose, as follows:

ARTICLE I

The name of the corporation is:

TLC Chocolates inc.

ARTICLE II

The purpose for which the corporation is formed is to engage in the conduct of any lawful business activity.

ARTICLE III

This corporation is to have perpetual existence.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at one time are One Hundred (100) shares at no par value.

This instrument prepared by:

Douglas W. Oesterle
9506 S Red Road
Miami, Fl 33156

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ARTICLE V

The street address of the initial registered and principal office of this Corporation is:

9506 So. RED ROAD
MIAMI, FLORIDA 33156

ARTICLE VI

The name of the initial Registered Agent of this Corporation is:

DOUGLAS W. OESTERLE

ARTICLE VII

The Corporation shall have One (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one.

ARTICLE VIII

The name and address of the initial director of this Corporation is:

TRACEY L. CONOVER
34467 S.W. 187 ROAD FLORIDA CITY, FL. 33034

ARTICLE IX

The name and address of the person signing these Articles of Incorporation is:

TRACEY L. CONOVER
34467 S.W. 187 ROAD FLORIDA CITY, FL. 33034

Tracey L. Conover

ARTICLE X

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

TOTAL P.05

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT WHOM THE PROCESS MAY BE SERVED

*****

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with this Act:

FIRST: TLC Chocolates Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation:

9506 So. Red Road
Miami, Florida 33156

SECOND: The name of the initial Registered Agent of this Corporation is:

Douglas W. Oesterle

as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of this Act relative to keeping this office.

Douglas W. Oesterle

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