

P96000024906 ²⁻²⁰⁻⁹⁶

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800001743788
-03/15/96--01003--016
****122.50 ****122.50

SUBJECT: HERSHEY ENTERPRIZES, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: JOEL A. SHOR
Name (printed or typed)

170 SPANISH RIVER BLVD. WEST
Address

BOCA RATON FLORIDA 33431
City, State & Zip

407-394-2800
Daytime Telephone number

Dmc
3/20/96

FILED
96 MAR 15 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

HERSHEY ENTERPRISES, INC.

FILED

96 MAR 15 PM 1:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.194 OF THE FLORIDA GENERAL CORPORATION ACT, THE UNDERSIGNED CORPORATION, PURSUANT TO A RESOLUTION DULY ADOPTED BY ITS BOARD OF DIRECTORS, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE 1- NAME AND MAILING ADDRESS

THE NAME OF THIS CORPORATION IS HERSHEY ENTERPRISES, INC. THE MAILING ADDRESS IS MARLIN S. HERSHEY , 3500 MYSTIC POINTE DRIVE, APT 3108, AVENTURA, FLORIDA 33180..

ARTICLE 2 - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY COMMENCING ON THE DATE THESE ARTICLES ARE FILED WITH THE DEPARTMENT OF STATE.

ARTICLE 3- PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSE: SALES AND MARKETING AND ANY OR ALL LAWFUL BUSINESS.

ARTICLE 4- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 5000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK WHICH SHALL BE DESIGNATED " COMMON SHARES ".

ARTICLE 5- INITIAL REGISTERED OFFICE AND AGENT

THE STREET AND THE MAILING ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 3500 MYSTIC POINTE DRIVE, APT 3108, AVENTURA, FLORIDA 33180 AND THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS MARLIN S. HERSHEY.

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME BY THE BYLAWS BUT SHALL NEVER BE LESS THAN ONE. THE NAMES AND MAILING ADDRESS OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE: MARLIN S. HERSHEY AND MARGARET M. HERSHEY, 3500 MYSTIC POINTE DRIVE, APT 3108, AVENTURA, FLORIDA 33180.

ARTICLE 7 - INCORPORATOR

THE NAMES AND MAILING ADDRESS OF THE PERSONS SIGNING THESE ARTICLES ARE : MARLIN S. HERSHEY AND MARGARET M. HERSHEY, 3500 MYSTIC POINTE DRIVE, APT 3108, AVENTURA, FLORIDA 33180.

ARTICLE 8- RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNT OF THE SET OPPOSITE THEIR NAMES:

MARLIN S. HERSHEY	500 SHARES
MARGARET M. HERSHEY	500 SHARES

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH, AND THE TIME WITHIN WHICH, SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION. ALL UNISSUED SHARES OF STOCK MUST BE GRANTED WITH UNANIMOUS APPROVAL, OF THE BOARD OF DIRECTORS PRIOR TO THEIR INSURANCE, IF AT ALL.

ARTICLE 9- BYLAWS

THE POWER TO ADOPT ,ALTER, AMEND OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND SHAREHOLDERS.

ARTICLE 10- POWERS

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE 11- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

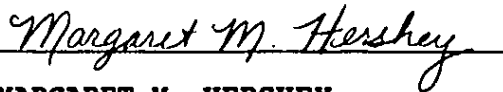
ARTICLE 12- AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

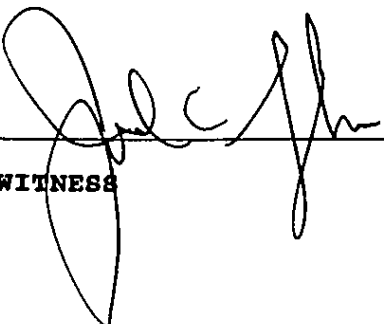
IN WITNESS WHEREOF , THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 7 DAY OF MARCH, 1996.



MARLIN S. HERSHEY



MARGARET M. HERSHEY



WITNESS

ACCEPTANCE OF REGISTERED AGENT

OF

HERSHEY ENTERPRISES, INC.

FILED

96 MAR 15 PM 1:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED, I HEREBY ACCEPT THE ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF CHAPTER 48. 091, FLORIDA STATUTES, RELATIVE TO KEEPING OPEN SAID OFFICE.

Marlin S. Hershey

MARLIN S. HERSHEY

Margaret M. Hershey

MARGARET M. HERSHEY

Witness