

Growth Communications, Inc.

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P97000097275

October 15, 1997

Florida Department of State
Sandra B. Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear New Filing Section:

The Articles of Incorporation for Candyland Warehouse are enclosed. Attached is the filing fee of \$122.50 made payable to Florida Department of State.

Please forward the certificate to my attention at:

Carole Shenkman
Candyland Warehouse
10550 Pebble Cove Lane
Boca Raton, FL 33498

Thank you.

Sincerely,

Carole Shenkman
Carole Shenkman

Enclosures
Cc: file

~~W97-24877~~

DMC
11-3-97

~~613~~

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-10/31/97-01069--006
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Personal and Business Development



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 3, 1997

CAROLE SHENKMAN
CANDYLAND WAREHOUSE
10550 PEBBLE COVE LANE
BOCA RATON, FL 33498

SUBJECT: CANDYLAND WAREHOUSE, INC.
Ref. Number: W97000024877

We have received your document for CANDYLAND WAREHOUSE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 997A00053061

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Candyland Warehouse, Inc.,

The undersigned, for the purposes of foregoing a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation.

ARTICLE I

Corporate Name and Address

The name of the corporation is Candyland Warehouse, Inc. and its address 10550 Pebble Cove Lane, Boca Raton, FL 33434

ARTICLE II

Term of Existence

The duration of corporation is perpetual, to be commenced with the filing of these articles of incorporation with the Department of State of the State of Florida.

ARTICLE III

Nature of the Corporate Business

The general purpose for which the corporation is organized is:

1. to engage in the operation of resale of candy and confections to consumers
2. to transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 1000 shares. Such shares shall be of single class and shall have a par value of \$1.00 per share.

ARTICLE V

Initial Agent

The address of the initial registered office of the corporation is Candyland Warehouse, Inc. and its address 10550 Pebble Cove Lane, Boca Raton, FL 33434 and names as the initial registered agent Ken Shenkman at the above address.

ARTICLE VI

The number of directors constituting the initial board of directors is three (3).

The name and address of each person who is to serve as a member of the initial board is:

Name	Address
Carole Shenkman	10550 Pebble Cove Lane, Boca Raton, FL 33434
Howard Shenkman	10550 Pebble Cove Lane, Boca Raton, FL 33434
Brian Shenkman	10550 Pebble Cove Lane, Boca Raton, FL 33434

ARTICLE VII

Incorporators

The name and address of each incorporator is:

Name	Address
Carole Shenkman	10550 Pebble Cove Lane, Boca Raton, FL 33434
Brian Shenkman	10550 Pebble Cove Lane, Boca Raton, FL 33434
Ken Shenkman	10550 Pebble Cove Lane, Boca Raton, FL 33434

Executed on October 27, 1997 by:

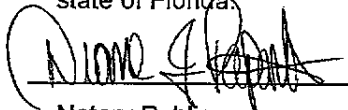


Ken Shenkman

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

I hereby certify that on this October 27, 1997, before me personally appeared Ken Shenkman, Director of Candyland Warehouse, Inc., under the laws of the State of Florida, to me known to be the person described in and who executed the foregoing instrument and severally acknowledge the execution thereof to be their free act and deed as such directors., for the uses and purposes therein mentioned; and the said instrument is the act and deed of said corporation.

Witness my signature and official seal on October 27, 1997, in the county of Palm Beach and the state of Florida.



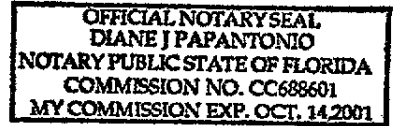
Notary Public
State of Florida

10/14/01
My Commission Expires



Ken Shenkman

FL Driver's License No.
S525-504-65-011-0 Exp. 1/11/2002

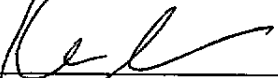


**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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In pursuance to Chapter 48.901, Florida statues, the following is submitted in compliance with said act:

First--- Candyland Warehouse, Inc. desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the articles of incorporation, at the city of Boca Raton, Florida,. Has named Ken Shenkman as its agent and to accept service of process within the State of Florida.

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


By: Agent – Ken Shenkman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA