



# E020000003405

ACCOUNT NO. : 072100000032

REFERENCE : 646411 4359680

AUTHORIZATION :

*Patricia Pignato*

COST LIMIT : \$ 70.00

ORDER DATE : June 28, 2002

ORDER TIME : 3:49 PM

ORDER NO. : 646411-020

200006139662--6

CUSTOMER NO: 4359680

CUSTOMER: Thomas P. Fitch, Esq  
Zdarsky, Sawicki & Agostinelli  
404 Cathedral Place  
298 Main Street  
Buffalo, NY 14202

FOREIGN FILINGS

NAME: SWEETWORKS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: \_\_\_\_\_

*File*  
*2nd*  
DEPT. OF STATE  
BUREAU OF CONSTITUTIONS  
FALLS CHURCH, VA 22046

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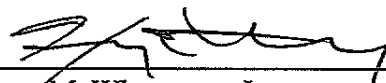
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DIVISION OF CORPORATIONS

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**NOTICE OF MERGER  
AND  
CONSENT TO USE OF CORPORATE NAME**

The undersigned, being all of the directors and shareholders of Sweetworks, Inc., a Florida corporation, hereby give notice that pursuant to Articles of Merger filed with the Secretary of State of the State of Florida on July 1, 2002, Sweetworks, Inc., has merged with Niagara Chocolates, Inc., Whetstone Candy Company, Inc., and Oak Leaf Confections of North America, Inc., the surviving corporation, and in connection therewith the name of the surviving corporation has been changed to Sweetworks, Inc. The undersigned hereby consent to the surviving corporation's use of the name Sweetworks, Inc., and to its transacting business within the State of Florida under such name.

  
\_\_\_\_\_  
Henry M. Whetstone, Jr.

  
\_\_\_\_\_  
Philip Terranova

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. SweetWorks, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 16-1543419

(FEI number, if applicable)

4. January 29, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2 Coke Road, St. Augustine, Florida 32086.

(Principal office address)

2 Coke Road, St. Augustine, Florida 32086.

(Current mailing address)

8. Manufacturing and sales of confectionary products.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Henry M. Whetstone, Jr.

Office Address: 2 Coke Road

St. Augustine

(City)

, Florida 32086

(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Philip J. Terranova  
Address: 14710 Glen Eden Drive  
Naples, FL 34110

Vice Chairman: Henry M. Whetstone, Jr.  
Address: 2 Coke Road  
St. Augustine, FL 32086

Director:	<u>Philip J. Terranova</u>	<u>Anthony Terranova</u>
Address:	<u>14710 Glen Eden Drive</u>	<u>312 Patrice Terrace</u>
	<u>Naples, FL 34110</u>	<u>Williamsville, NY 14221</u>
Director:	<u>Henry M. Whetstone, Jr.</u>	<u>Virginia A. Whetstone</u>
Address:	<u>2 Coke Road</u>	<u>2 Coke Road</u>
	<u>St. Augustine, FL 32086</u>	<u>St. Augustine, FL 32086</u>

B. OFFICERS

President: Philip J. Terranova  
Address: 14710 Glen Eden Drive  
Naples, FL 34110

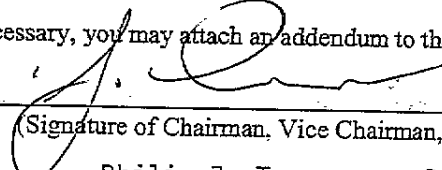
Vice President: Henry M. Whetstone, Jr.  
Address: 2 Coke Road  
St. Augustine, FL 32086

Secretary: Virginia A. Whetstone  
Address: 2 Coke Road, St. Augustine, FL 32086

Treasurer: \_\_\_\_\_  
Address: \_\_\_\_\_

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Philip J. Terranova, President  
(Typed or printed name and capacity of person signing application)

# Delaware

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*The First State*

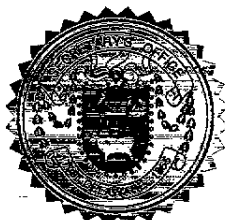
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SWEETWORKS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SWEETWORKS, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF JANUARY, 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2853113 8300

AUTHENTICATION: 1863671

020427180

DATE: 07-01-02