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February 9, 2000

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-02/16/00-01087-020
*****78.75 *****78.75

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

EFFECTIVE DATE
2-9-00

RE: U.S. CHOCOLATE TECHNOLOGIES, INC.

Dear Sir/Madam:

We enclose the original and one copy of the Articles of Incorporation for the above-named corporation together with our \$78.75 check in payment of the following fees:

Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	35.00
Certified copy of Articles of Incorporation	8.75

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our office at the address indicated above.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:

Betsy Courant

Betsy Courant
Legal Assistant

/bc
encls.

FILED
00 FEB 16 PM 5:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
2-9-00

FILED
00 FEB 16 PM 5:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

U.S. CHOCOLATE TECHNOLOGIES, INC.

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for **U.S. CHOCOLATE TECHNOLOGIES, INC.**

1. The name of the corporation is U.S. CHOCOLATE TECHNOLOGIES, INC.
2. The principal office of the corporation is:

1430 S. Federal Highway
Deerfield Beach, Florida 33441
3. The corporation shall have authority to issue 7500 shares of stock, all of one class with a par value of \$1.00 per share.
4. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.
5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or Florida.
6. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
HCRM Corp.	2200 Corporate Boulevard, N.W. Suite 401 Boca Raton, Florida 33431

7. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be February 9, 2000, provided such date is within five (5) business days prior to the date of filing.

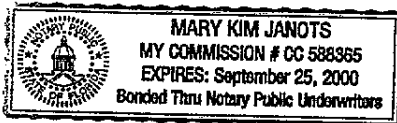
Executed and subscribed at Boca Raton, Florida on February 9, 2000.

HCRM Corp., as Incorporator

By: Robert J. Hunt
Robert J. Hunt, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of **U.S. CHOCOLATE TECHNOLOGIES, INC.** were acknowledged before me by Robert J. Hunt, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 9th day of February, 2000, on behalf of HCRM Corp.



Mary Kim Janots
Notary Public
My commission expires:
Printed Name:

Acceptance of Registered Agent

HCRM CORP. hereby accepts the above appointment as registered agent of U.S. CHOCOLATE TECHNOLOGIES, INC. and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By: _____

Robert J. Hunt, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by Robert J. Hunt, as Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 9th day of February, 2000, on behalf of the Corporation.



Notary Public

My commission expires:

Printed Name: