

PODUGG 42219
Julianne R. Frank

A PROFESSIONAL ASSOCIATION

Please reply to

Palm Beach Gardens

FILED

ATTORNEY AT LAW

00 APR 25 AM 8: 59

April 21, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: POP'N SWEET COMPANY

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50 representing payment of the following:

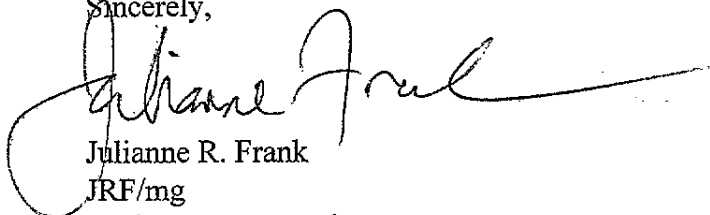
Filing Fee \$35.00
Certified copy fee \$52.50
Registered Agent \$35.00
Designation

300003223613--2
-04/25/00--01094--004
****122.50 ****78.75

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your attention to this matter.

Sincerely,



Julianne R. Frank
JRF/mg

Enclosures as stated

cc: Mr. Patrick Fulco

C:\WPDOCS\Client Matters\Fulco\Correspondence\041700.wpd

11380 PROSPERITY FARMS ROAD SUITE 114 PALM BEACH GARDENS, FL 33410
561-626-4700 FAX 561-627-9479

NATIONAL CERTIFICATION IN BUSINESS AND CONSUMER BANKRUPTCY LAW

Pat 4/27/00

**ARTICLES OF INCORPORATION
OF
POP'N SWEET COMPANY**

FILED
00 APR 25 AM 8: 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation is to be POP'N SWEET COMPANY.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose

The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. To engage in general business and snack food distribution.
2. To transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the

opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business; and

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Capital Stock

1. The aggregate number of shares which the Corporation is authorized to issue is SEVEN THOUSAND FIVE HUNDRED (7,500). Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00).

2. All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

Initial Principal Business Address

The initial principal business address of the Corporation shall be 1210 East Mountain Drive, West Palm Beach, FL 33406.

ARTICLE VI

Initial Registered Agent

and Office of Registered Agent

The street address of the initial registered office of the Corporation is 1210 East Mountain Drive, West Palm Beach, FL 33406. The name of the Registered Agent at such address is Patrick Fulco.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one.

The original Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>
Patrick Fulco	1210 East Mountain Drive West Palm Beach, FL 33406
Melissa Fulco	1210 East Mountain Drive West Palm Beach, FL 33406

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles of Incorporation is Patrick Fulco, 1210 East Mountain Drive, West Palm Beach, FL 33406.

ARTICLE IX

Restrictions on Transfer of Corporate Stock

The Corporation may provide that any sale, assignment, transfer or other disposition for value of any of the shares of the corporation, or of any interest in it, now or hereafter owned or held by any shareholders shall be subject to the terms and provisions of a restrictive agreement, a copy of which is to be on the file in the Registered Office of the Corporation.

ARTICLE X

Shareholders' Preemptive Rights

The Corporation may provide that every shareholder, upon the issuance or sale for consideration of any new stock of this corporation of the same kind, class or series as that which he or she already holds, or upon the issuance or sale for proper consideration of any Corporate obligations which are convertible into or exchangeable for any stock of the Corporation, shall have the right to purchase his or her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

Directors' Management Powers

All corporate powers shall be exercised by or under the authority of, and business affairs of the corporation shall be managed under the direction of, the Board of Directors, with the exception of those matters specifically set forth in the By-Laws of this Corporation.

ARTICLE XII

Amendment

The Corporation reserves the right to amend or repeal any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 14th day of April, 2000.

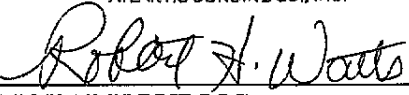


PATRICK FULCO

BEFORE ME, an officer duly authorized to take acknowledgements this day appeared PATRICK FULCO who acknowledged before me that she signed the within instrument as her own act and deed.

DATED this 14th day of April, 2000.

 Robert H. Watts
Commission # CC 751312
Expires July 23, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.



NOTARY PUBLIC
State of Florida
My Commission expires:

FILED

00 APR 25 AM 8: 59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with
said act:

FIRST: That POP'N SWEET COMPANY, desiring to organize under the laws of the State
of Florida, with its principal office as indicated in the Articles of Incorporation in the city of West
Palm Beach, Florida, has named PATRICK FULCO, located at 1210 East Mountain Drive, West
Palm Beach, FL 33406, as its agent to accept service of process for the Corporation within this State.

Having been named to accept service of process for the above stated Corporation, at the 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.


PATRICK FULCO