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TRANSMITTAL LETTER

FILED
00 AUG 25 AM 8:13
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: GOODIES, 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 of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: JAMES E. GUTTUSO
Name (Printed or typed)

5700 N. OCEAN BLVD.
Address

OCEAN RIDGE, FL 33435
City, State & Zip

561-716-0262
Daytime Telephone number

800003373158--1
-08/25/00--01056--004
*****87.50 *****87.50

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

**ARTICLES OF INCORPORATION
FOR
GOODIES, INC.**

FILED
00 AUG 25 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby form a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be **GOODIES, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business for the corporation in the State of Florida shall be 6164 So. Federal Highway, Boynton Beach, FL 33435.

ARTICLE III

PURPOSE

1. The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

2. In general, to do all things and perform all acts necessary and proper for the conduct of a lawful business and to have and exercise all powers of any nature whatsoever permitted or conferred by law upon corporations in general, unless specifically prohibited by the Corporation Act of the State of Florida.

ARTICLE IV

SHARES

The corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock, all of one class, at One Dollar (\$1.00) par value per share.

ARTICLE V

INITIAL OFFICERS AND DIRECTORS

The names and addresses of the initial officers and directors of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Officers:	James E. Guttuso President 5700 N. Ocean Boulevard Ocean Ridge, FL 33435	Leslie Hansen Sturm Vice-President 5505 North Ocean Boulevard Ocean Ridge, FL 33435
Directors:	James E. Guttuso Leslie Hansen Sturm	

ARTICLE VI

REGISTERED AGENT

The registered agent for the corporation shall be Mr. Thomas Blackwood. His street address is 3046 South Congress, Lake Worth, Florida 33461.

ARTICLE VII

TERM OF EXISTENCE

The corporation shall have a perpetual existence.

ARTICLE VIII

BY-LAWS

This corporation's Board of Directors is specifically authorized from time to time to adopt the By-Laws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of such shares of stock, provided, however, such provisions dealing with the purchase or redemption by the corporation of such shares of stock may not be invoked at a time or in a manner that would impair the capital of this corporation.

ARTICLE IX

INDEMNIFICATION

To the extent permitted by law, the corporation shall indemnify any officer or director, or any former officer or director in the manner set out and provided for in the by-laws of the corporation.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

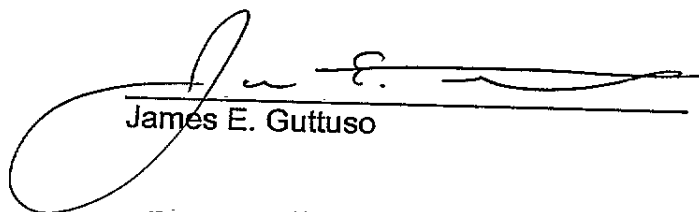
ARTICLE XI

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

James E. Guttuso
5700 N. Ocean Boulevard
Ocean Ridge, FL 33435

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ___ day of August, 2000.


James E. Guttuso

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEOFRE ME, a Notary Public in and for said State of Florida at Large, personally appeared James E. Guttuso, to me know and known to me to be the person who signed the foregoing Articles of Incorporation and severally acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned and who is personally know to me or who has produced his personally known and who did ___ take an oath.

WITNESS my signature and official seal at Delray Beach, in the County of Palm Beach, State of Florida this 22 day of August, 2000.



Deborah J. Vashon
MY COMMISSION # CC785614 EXPIRES
February 24, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Deborah J. Vashon
Notary Public, State of Florida

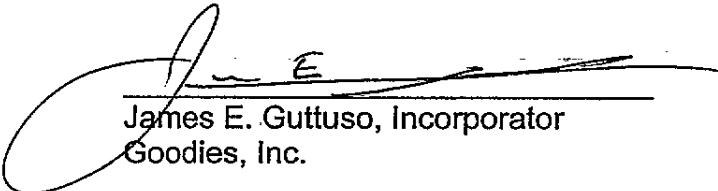
Print Name: Deborah J. VASHON

My Commission Expires: 2-24-2003

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provision of F.S. 607.0501, the corporation named below organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Goodies, Inc.
2. The name of the registered agent is Thomas Blackwood.
3. The address of the undersigned agent/registered office is 3046 South Congress Avenue, Lake Worth, FL 33461.


James E. Guttuso, Incorporator
Goodies, Inc.

Acceptance

Having been named as registered agent and designated to accept services of process for the above corporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Thomas Blackwood

Date: 8/23/00

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00 AUG 25 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA