POODOC	96906
Mark S. Levine	
Requester's Name	
245 E. Virginia	
Address	SECULATION OF FLORIDA Office Use Only
TLH B 222, 4,580 City/State/Zip Phone #	16
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<u></u>	Office Use Only
CORPORATION NAME(S) & DOCUMENT NUMBER	R(S), (if known):
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E031(7/97)	Examiner's Initials

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ARTICLES OF INCORPORATION

<u>OF</u>

KELLY'S CANDIES, INC.

ARTICLE ONE - NAME

The name of this corporation is KELLY'S CANDIES, INC.

ARTICLE TWO - DURATION

This corporation shall exist perpetually.

ARTICLE THREE - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock valued at one dollar (\$1.00) per share.

ARTICLE FOUR - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FIVE - ADDRESS OF CORPORATION

The address of the principal office and the mailing address of the corporation are 1512 SE Capital Circle, Tallahassee, Florida 32301.

ARTICLE SIX - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 245 East Virginia Street, Tallahassee, Florida 32301, and the name of the initial registered agent at that address is Mark S. Levine.



ARTICLE SEVEN - MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE EIGHT - SUBSCRIBER

The name and address of the person signing these articles is:

Mark S. Levine 245 East Virginia Street Tallahassee, Florida 32301

ARTICLE NINE - AMENDMENTS

This corporation reserves the right to amend or appeal any provisions contained herein.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 13 day of October, 2000.

MARK S. LEVINE Subscriber

STATE OF FLORIDA)

COUNTY OF LEON

I HEREBY CERTIFY that before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Mark S. Levine, to me known to be the person described in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid, this ____ day of October, 2000.

NOTARY PUBLICA

Hubert B. Stivers
MY COMMISSION # CC637747 EXPIRES
April 10, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

(SEAL)

ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT:

MARK S. LEVINE

APPHOVED
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SECRETARISE PLONES