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October 24, 2000

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

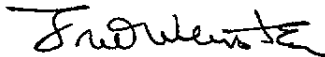
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*****78.75 *****78.75

Re: Fun Foods of Fla. Inc.

Enclosed with this letter is original Articles of Incorporation for
Fun Foods of Florida, Inc.

I also enclose my check in th amount of \$78.75 in payment of filing
fee and a stamped and addressed return envelope for your
convenience.

Very truly yours,



Fred Weinstein

FW/fw
Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 26 AM 10:04

10/27/00

ARTICLES OF INCORPORATION

OF

FUN FOODS OF FLA., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 26 AM 10:04

ARTICLE I. NAME

The name of this corporation shall be FUN FOODS OF FLA., INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of manufacture, sale and distribution of confectionery and food products and also engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 500 shares, common stock \$1.00 par value shares of common capital stock.

Prepared by:
Fred Weinstein, P.A.
1903 South Congress Avenue
Suite 310
Boynton Beach, FL 33426
Tel: 561-736-4601
Bar No.: 285668

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be three (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than three.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be:

41 Stratford Lane, Boynton Beach, Florida 33436

The name and address of the individual who shall serve as this corporation's initial registered agent is is: Fred Weinstein, Esq.
1903 South Congress Avenue, Suite 310, Boynton Beach, Florida 33426

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Fred Weinstein, Esq., 1903 South Congress Avenue, Suite 310, Boynton Beach, Florida 33426.

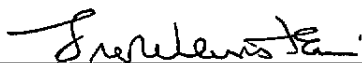
ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Fred Weinstein, Esq. - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of FUN FOODS OF FLA., INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for FUN FOODS OF FLA., INC.




Fred Weinstein, Esq. - Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 26 AM 10:04

State Of Florida

County Of Palm Beach County

On October 24, 2000, Fred Weinstein, Esq., designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation Of FUN FOODS OF FLA., INC. He is personally known to me.


Kathleen Robinson
Notary Public, State of Florida

