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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

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Account Name

: UPCHURCH, BAILEY & UPCHURCH, P.A.

Account Number : 075350000207

Phone

: (904)829-9066

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: (904)825-4862

FLORIDA PROFIT CORPORATION OR P.A.

Sweetworks, Inc.

Certificate of Status	1
Certified Copy .	1
Page Count	06
Estimated Charge	\$87,50

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ARTICLES OF INCORPORATION

OF

SWEETWORKS, INC.

The undersigned natural person, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

<u>ARTICLE 1</u>

<u>Name</u>

The name of the corporation is Sweetworks, Inc.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States or this State.

ARTICLE III

Shares of Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock at par value of \$5.00 per share.

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

are:

ARTICLE VI

Directors

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1) nor more than five (5).

ARTICI E VII

Initial Directors and Officers

The name and address of each member of the first Board of Directors and the officers

NAME

ADDRESS

OFFICE

Henry M. Whetstone, Jr.

2 Coke Road St. Augustine, Florida 32086

President/Secretary/

Director

Philip Terranova

3500 Genesee Street Buffalo, New York 14225

Vice-President/Treasurer/

Director

ARTICLE VIII

Subscribers

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

<u>NAME</u>

ADDRESS

Henry M. Whetstone, Jr.

2 Coke Road St. Augustine, Florida 32086

ARTICLE IX

Principal Office, Initial Registered Office and Registered Agent

The street address and mailing address of the principal office and initial registered office of the corporation is 2 Coke Road, St. Augustine, Florida 32086. The name of the registered agent for the service of process at that address is Henry M. Whetstone, Jr.

ARTICLE X

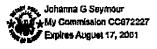
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

Henry M. Whetstone, J

STATE OF FLORIDA COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this day of August, 2000, by Henry M. Whetstone, Jr., who (1) is personally known to me or (1) has produced Florida driver's license number as identification.



Notary Public

(Name of notary, typed/printed/stamped)

My commission number.__

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing corporation.

Henry M. Whetstone.

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SECRETARY OF STATE
SECRETARY OF STATE