

**MARSHALL McDONALD, III**

*Attorney at Law  
Certified Public Accountant  
Certified Financial Planner*

PO0000111526

November 28, 2000

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\*\*\*\*\*140.00 \*\*\*\*\*70.00

Florida Department of State  
Division of Corporations  
The Capitol  
409 E. Gaines Street  
Tallahassee, Florida 32301

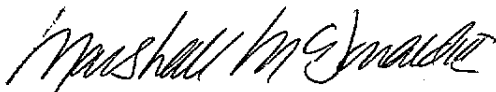
**Re: Mitchell Foods, Inc.  
Sugar Play, Inc.**

Gentlemen:

Enclosed are original Articles of Incorporation for Mitchell Foods, Inc. and Sugar Play, Inc. Also enclosed is my check in the amount of \$140.00 in payment of the filing fee and registered agent fee for both corporations.

Please file the original Articles of Incorporation and return the enclosed copies to me at your earliest opportunity with the document number and filing date stamped thereon.

Very truly yours,



Marshall McDonald, III

Enclosures

FILED  
00 NOV 30 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Feb  
12/5

**ARTICLES OF INCORPORATION**  
**OF**  
**MITCHELL FOODS, INC.**

FILED  
00 NOV 30 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE 1 - NAME**

The name of the corporation is Mitchell Foods, Inc.

**ARTICLE 2 - PRINCIPAL OFFICE**

The principal place of business of this corporation shall be 57 River Road #16, Oak Hill, Florida 32759 and the mailing address shall be P.O. Box 1342, Oak Hill, Florida 32759.

**ARTICLE 3 - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares.

**ARTICLE 4 - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is Marshall McDonald, III, 1070 E. Indiantown Road, Suite 312, Jupiter, Florida 33477.

**ARTICLE 5 - INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is G. Ross Curry, 806 Landings Blvd., West Palm Beach, Florida 33415.

**ARTICLE 6 - DIRECTORS**

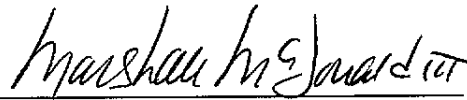
This corporation shall have one director. The number of directors may be either increased or decreased from time to time as provided in the bylaws of this corporation, but shall never be less than one.

Dated: November 27, 2000

  
G. Ross Curry,  
Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. 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 am familiar with and accept the obligations of my position as registered agent.

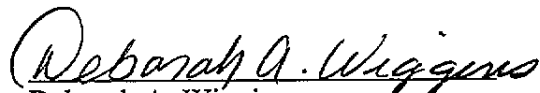
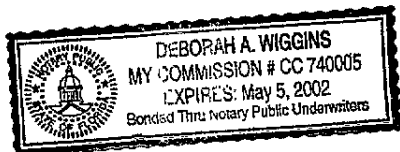
Dated: November 28, 2000



Marshall McDonald, III  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28th day of November, 2000 by Marshall McDonald, III, who is personally known to me and who did not take an oath.



Deborah A. Wiggins  
Notary Public, State of Florida