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**Locklin
& Jones, P.A.**
ATTORNEYS AT LAW

Jack Locklin, Jr.
Board Certified
Real Estate Attorney

Angela J. Jones

December 4, 2000

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

Re: **Candy Express, Inc.**

800003489618--5
-12/06/00--01080--013
*****78.75 *****78.75

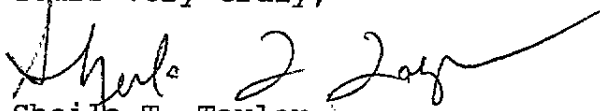
Dear Sirs:

Enclosed are an executed original and one copy of the Articles of Incorporation of Candy Express, Inc., and an original and one copy of an executed Certificate Designating the Resident Agent. Our check in the amount of \$78.75 in payment of the following fees is also enclosed:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy	8.75
Total	\$ 78.75

Please file these originals and certify and return the copies of the enclosed Articles of Incorporation and Resident Agent Certification.

Yours very truly,


Sheila T. Taylor
Assistant to Angela J. Jones

AJJ/stt
Enclosures

D. BROWN DEC 1 2 2000

ARTICLES OF INCORPORATION

OF

CANDY EXPRESS, INC.

ARTICLE I

The name of this corporation is: **CANDY EXPRESS, INC.**

ARTICLE II

The term of existence of the corporation is perpetual.

ARTICLE III

The purpose of this corporation is for the ownership and placement of vending machines and all other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - PRE EMPTIVE RIGHTS

Each shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

ARTICLE VI - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8192 Kipling Street, Pensacola, Florida 32514, and the name of the initial registered agent of this corporation at that address is **Robert Deriemacker**. The principal office of the corporation is located at 3983 North "W" Street, Unit 34, Pensacola, Florida 32505.

FILED
00 DEC -6 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four directors, initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be fewer than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Deriemacker	8192 Kipling Street Pensacola, Florida 32514
Samuel Mayo	337 Mirabelle Drive Pensacola, Florida 32514
Jeffrey B. Thomas	11621 Wakefield Drive Pensacola, Florida 32514
Susan D. Thomas	5221 Southern Oaks Trail Grandbay, Alabama 36541

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Samuel Mayo, 337 Mirabelle Drive, Pensacola, Florida 32514.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 22 day of November, 2000.

Samuel A. Mayo
Samuel Mayo

STATE OF FLORIDA

COUNTY OF SANTA ROSA

BEFORE ME the undersigned Notary Public in and for the State of Florida at large, personally appeared Samuel Mayo, to me well known and known to me to be the individual described in or who presented Florida drivers license as identification, and who executed the foregoing Articles of Incorporation of **Candy Express, Inc.**, and being duly sworn acknowledged that he executed the same for the uses and purposes therein expressed.

GIVEN under my hand and official seal this the 22 day of November, 2000.

Shirley E. Wilkerson
Notary Public
My commission expires: _____

SHIRLEY E. WILKERSON
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC905735
EXPIRES 1/31/2004
BONDED THRU ASA 1-888-NOTARY1

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
00 DEC -6 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

CANDY EXPRESS, INC., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Pensacola, Escambia County, Florida, has named Robert Deriemacker, 8192 Kipling Street, Pensacola, Florida 32514, as agent to accept service of process within the state.

Dated this the 22 day of November, 2000.

CANDY EXPRESS, INC.

BY: Samuel A. Mayo
Samuel Mayo

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the act relative to keeping open an office.

Robert Deriemacker
Robert Deriemacker