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Law Office of Terence Matthews

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January 19, 2001

FILED
01 JAN 23 AM 9:39
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

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-01/23/01--01042--012
****122.50 *****78.75

Re: Apple'licious, Inc.

Dear Ladies:

Please find enclosed the original and a duplicate copy of the Articles of Incorporation of this proposed corporation and the Acceptance of the Registered Agent.

Will you kindly endorse your approval of the Articles of Incorporation, certify and return same to us at your earliest convenience.

I am enclosing a check payable to your order in the sum of \$122.50 to cover the following:

Filing Fee	35.00
Certified Copy	52.00
Registered Agent Certification	35.00
TOTAL	122.50

Thank you for your attention to this matter.

Sincerely,

Teresa Matthews

Teresa Matthews
Legal Secretary

ARTICLE VII--INITIAL OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this corporation is 105 Mocking Bird Lane, Ellenton, FL, 34222

_____ and the name of the initial registered agent of this corporation at that address is Edwin Stocks.

ARTICLE VIII--MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation will be managed under the direction of the shareholders of this corporation; the act of stockholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be entitled to one vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE IX--INCORPORATOR

The name and address of the person signing these articles is Edwin Stocks, 105 Mocking Bird Lane, Ellenton, Florida, 34222

ARTICLE X--BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.


ARTICLE XI--INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XII--AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 16th day of January, ~~2000~~. 2001.



Edwin Stocks L.S.

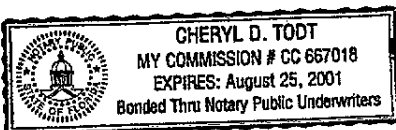
STATE OF FLORIDA
COUNTY OF MANATEE

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared Edwin Stocks, known to me and known by me to be the person signing these Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set by hand and affixed my official seal, in the state and county aforesaid, this 16th day of January, ~~2000~~. 2001.



Notary Public State of Florida



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

Edwin Stocks

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

That Apple'licious, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Ellenton, County of Manatee, State of Florida, has named Edwin Stocks, County of Manatee, State of Florida, as its agent to accept service of process within the State of Florida.



Edwin Stocks, Incorporator

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provision of law relating to keeping said office open.



Edwin Stocks, Resident Agent