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FILED
01 MAR -5 AM 10:37
DEPT. OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

SUBJECT: SUGAR³, Inc.

Enclosed are an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

(X) \$78.75
Filing Fee
& Certificate

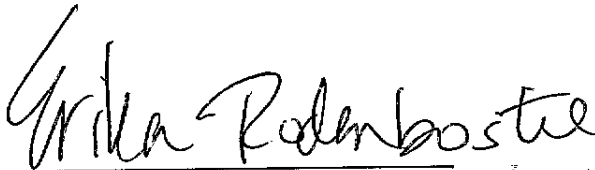
() \$70.00
Filing Fee

() \$122.50
Filing Fee
& Certified Copy

() \$131.25
Filing Fee,
Certified Copy,
& Certificate

FROM:

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



Erika Zipfel Rodenbostel
Riley & Associates, P.A.
4805 West Laurel Street, Suite 230
Tampa, Florida 33607

D. BROWN MAR 29 2001

ARTICLES OF INCORPORATION

OF

SUGAR³, Inc.

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TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

I.

Name

The name of the Corporation is, **SUGAR³, Inc.** hereinafter referred to as the "Corporation."

II.

Purposes & Nature

The general nature of the business to be transacted by the corporation and the purpose for which it is formed are to be as follows:

- (a) To operate a for profit business to make and sell upscale confectionery products.
- (b) To do any activity as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for accomplishment of any purpose or attaining of any objects enumerated in these Articles of Incorporation, or any amendments hereof, either as principle or agent, and either alone or in connection with other firm, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance in and carry on any and every lawful activity in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such activity is similar

in nature to objects set forth in these Articles of Incorporation or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized, or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any act amendatory thereto, or substituted therefore.

- (c) The foregoing paragraphs shall be construed as enumerating the purposes, objects, and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressed and declared that all other lawful powers not inconsistent herewith are hereby included.

III. Principal Office

The principal office of the Corporation is 1909 W. Dekle Avenue, Suite 1D, Tampa, Florida 33606. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida.

IV. Duration

The duration of the Corporation shall be perpetual.

V. Officers

The business of corporation shall be managed by its officers, who shall be elected annually by the stockholders of the corporation. The initial officers of the corporation shall be as follows:

PRESIDENT:	Roger Paul Chamieh
VICE PRESIDENT:	None
SECRETARY:	Kimberly Anne Yelvington
TREASURER:	Paul Gilbert DeMeza

VI.
Directors

The number of directors constituting the initial Board of Directors of the Corporation is one. The name(s) of the person(s) who is/are appointed to act as the initial director(s) of the Corporation is/are:

CHAIRMAN:	Roger Paul Chamieh
SECRETARY:	Kimberly Anne Yelvington
TREASURER:	Paul Gilbert DeMeza

VII.
Capital Stock

The Corporation is authorized to issue Common Stock. The total number of shares the Corporation shall have authority to issue is 10,000 each class of shares and are to have a par value of \$.01. Each share of Common Stock shall entitle the owner thereof to one vote at any meeting of the shareholders. The whole or any part of the capital stock of this corporation shall be payable as lawful money of the United States of America, or property, at just valuation to be fixed by the shareholders.

XIII.
Sale of Shares

The sale of stock of the corporation shall be restricted to the existing shareholders except by mutual agreement of all stockholders.

IX.
Preemptive Rights

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

X.
No Personal Liability

The private property of the stockholders shall not be subject to the payment of corporate debts.

XI.
Operating Provisions

The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

XII.
Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

XIII.
Subscriber

The name and address of the person signing these Articles of Incorporation are Kimberly Yelvington, 1909 W Dekle Avenue, Suite 1D, Tampa, Florida 33606.

XIV.
Registered Agent

The name and address of the registered agent for service of process upon the Corporation is Kenneth Morilak, Riley & Associates, P.A., 4805 West Laurel Street, Suite 230, Tampa, Florida 33607.

IN WITNESS WHEREOF, the undersigned has made, subscribed, and acknowledged these Articles of Incorporation this 28 day of February 2001.



Kimberly Yelvington

State of Florida

County of Hillsborough

BEFORE ME, the undersigned authority, on this day personally appeared Kimberly Yelvington, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 28 day of February, 2001.



Erika Zipfel
My Commission CC789133
Expires December 23 2002

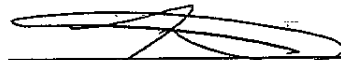


Notary Public in and for the
State of Florida

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT.

28 I, Kenneth Morilak, hereby accept designation as Registered Agent on this
day of February, 2001.


Kenneth Morilak

State of Florida
County of Hillsborough

BEFORE ME, the undersigned authority, on this day personally appeared
Kenneth Morilak, known to me to be the person
described in, and whose name is subscribed to the foregoing document, who on
oath stated to me that he/she executed the same for the purposes and
consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 28 day of
Feb, 2001.


Notary Public in and for the
State of Florida

My Commission Expires:



Erika Zipfel
My Commission CC789133
Expires December 23 2002