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Shane M. Farnsworth, P.A.

Attorney and Counselor at Law

October 5, 2001

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

RE: Articles of Incorporation for The Fudge, Inc.

Dear Sir/Madam,

Please find enclosed the Articles of Incorporation for The Fudge, Inc., a copy of the articles and a check in the amount of \$78.75 to pay for the filing fee and Certificate of Status. Once filed, the return papers may be sent to Shane M. Farnsworth, P.A., 70 SE Fourth Avenue, Delray Beach, Florida 33483. Thank you in advance for your time and consideration.

Sincerely,


Shane M. Farnsworth, Esq.

FILED
01 OCT 10 AM 11:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION OF THE FUDGE, INC.

FILED

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The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under Chapter 607 and/or 621 of the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I – NAME

The name of the corporation shall be **The Fudge, Inc.**

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address is **The Shops at Stirling Place, 5869 West Atlantic Avenue, Suite A-7, Delray Beach, Florida 33484.**

ARTICLE III – PURPOSE

The purpose of this corporation is to engage in every aspect of the business of rendering the services of the sale of ice cream, cake, candy and related items.

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV – SHARES

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V – INITIAL OFFICERS/DIRECTORS

This corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one (1) Director nor more than five (5). The name and address of the initial Board of Directors is Iraj Shahmohammadi, 5869 West Atlantic Avenue, Suite A-7, Delray Beach, Florida 33484.

ARTICLE VI – REGISTERED AGENT

The initial street address of the initial registered office of the corporation shall be 70 Southeast Fourth Avenue, Delray Beach, Florida 33483 and the name of the initial registered agent of the corporation at that address is Shane M. Farnsworth.

ARTICLE VII – TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII – INDEMNIFICATION

This corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law for such acts of the officer or director or former officer or director while acting in a corporation capacity.

ARTICLE IX – AMENDMENT

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

ARTICLE X- BY-LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders and directors.

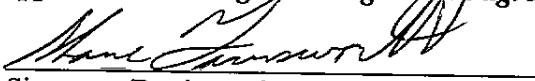
ARTICLE XI – INFORMAL SHAREHOLDER ACTION

Any actions of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE XII – INCORPORATOR

The name and address of the Incorporator signing these articles is Iraj Shahmohammadi whose address is 2861 South Seacrest Blvd., Apt. C-3, Boynton Beach, FL. 33435.

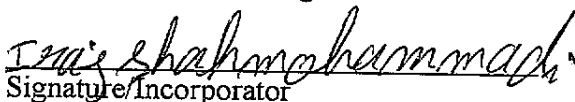
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

10/5/01

Date



Signature/Incorporator

10/5/01

Date