

TRANSMITTAL LETTER  
**P01000113520**

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

100004693291--8  
-11/26/01--01061--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: HELENA'S chocolates USA, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

FROM: FERNANDO LUIS PANIZO  
Name (Printed or typed)  
1418 W FLAGLER STREET  
Address  
MIAMI, FL 33135  
City, State & Zip  
(305) 631-0609  
Daytime Telephone number

FILED  
2001 NOV 26 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

*g*  
11/30/01

ARTICLES OF INCORPORATION

FILED

1. The name of the Corporation shall be: **HELENA'S CHOCOLATES USA, INC**
2. The principal place of business and mailing address of the corporation is: 4611 NW 97th Court, Miami, FL 33178
3. The corporation shall have the authority to issue: 100 (\$1.00) shares of stock.
4. The registered agent of the Corporation is: **FERNANDO LUIS PANIZO** and the registered street address is: 4611 NW 97th Court, Miami, FL 33178
5. The initial Board of Directors, shall have ( 1 ) member (s) whose name (s) and address (es) is/are as follows:

**ELENA SOLER DE PANIZO,**  
1195 West Angamos Avenue, Apartment #304, Miraflores, Lima Peru, ZP 18

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The number of Director may be raised or lowered by ammendment of the bylaws of the corporation but shall in no case be less than one.


6. The incorporator of this Corporation is: Ligia M. Cuadra whose street address is: 1418 W. Flagler Street, Miami, Fl 33135.

Dated: 11/22/01

  
\_\_\_\_\_  
Incorporator

Having been named as registered agent and to accept services 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 I am familiar with and accept the obligations of my position as registered agent.

Dated: 11/22/01

  
\_\_\_\_\_  
Registered Agent

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TALLAHASSEE FLORIDA