



P 01000119908

KIRK - PINKERTON

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

JAMES E. KIRK, 1902-1983

JOHN C. PINKERTON, 1916-1997

DONALD C. McCLELLAND, JR., RETIRED

ROBERT J. CARR
WILLIAM C. STRODE
L. HOWARD PAYNE***
L. NORMAN VAUGHAN-BIRCH***
TIMOTHY S. SHAW
WILLIAM E. ROBERTSON, JR.
DAVID M. SILBERSTEIN***
BRENDA L. PATTEN*
DANIEL A. BECHTOLD*
MARK P. BARNEBEY*
EVAN N. BERLIN
THOMAS D. SHULTS
DAVID W. PAYNE*
DAVID W. WILCOX
MICHAEL A. ORTIZ

DAVID B. MARSHALL*
JULIE A. HORSTKAMP
CHRISTOPHER E. BROWN***
JAMIE A. EBLING
DAVID C. MEYER

LAWRENCE B. WOLOV□
□OF COUNSEL, LICENSED IN
PENNSYLVANIA ONLY

*BOARD CERTIFIED IN WILLS, TRUSTS
AND ESTATES
**BOARD CERTIFIED BUSINESS
LITIGATION LAW
***BOARD CERTIFIED REAL ESTATE LAW LAWYER
****BOARD CERTIFIED CIVIL TRIAL
ATTORNEY
**BOARD CERTIFIED TAX ATTORNEY
*BOARD CERTIFIED IN CITY, COUNTY
AND LOCAL GOVERNMENT LAW
◊ALSO ADMITTED IN NEW YORK
◊◊ALSO ADMITTED IN NEW MEXICO
▲ALSO ADMITTED IN COLORADO
▲ALSO ADMITTED IN KENTUCKY
▲ALSO ADMITTED IN DISTRICT
OF COLUMBIA
**ALSO ADMITTED IN IDAHO

MAILING ADDRESS
P.O. BOX 3798
SARASOTA, FLORIDA 34230

720 SOUTH ORANGE AVENUE
SARASOTA, FLORIDA 34236
TELEPHONE 941•364•2400
FACSIMILE 941•364•2490
attorney@kirkpinkerton.com

1301-6TH AVE. W., SUITE 401
BRADENTON, FLORIDA 34205
TELEPHONE 941•744•2288
FACSIMILE 941•744•9691

151 CENTER ROAD
VENICE, FLORIDA 34292
TELEPHONE 941•408•8400
FACSIMILE 941•408•1970

Reply to:
1301 6th Avenue West
Bradenton, FL 34205
941-364-2455
941-744-9691fax

December 14, 2001

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

700004730067--1
-12/18/01--01026--014
*****70.00 *****70.00

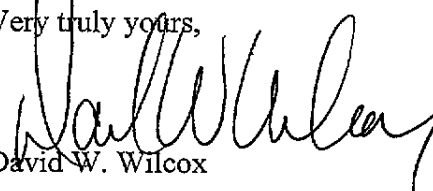
RE: Articles of Incorporation
Candy Country, Inc.

Dear Sir/Madame:

Enclosed herewith please find an original and one copy of Articles of Incorporation of the above referenced corporation. Also enclosed is my check in the amount of \$70.00 for the filing fee. Please file the articles and return a stamped copy to me for my records.

Thank you for your cooperation in this matter.

Very truly yours,



David W. Wilcox

DWW: bbw
Enclosures

FILED
01 DEC 18 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. BLALOCK DEC 19 2001

FILED

01 DEC 18 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CANDY COUNTRY, INC.**

ARTICLE 1 - NAME/ADDRESS

The name of this corporation is **CANDY COUNTRY, INC.**, and its mailing and principal office address is 3852 Golf Finch Court, Palm Harbor, Florida 34685.

ARTICLE 2 - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 3 - POWERS

This corporation shall have all of the powers enumerated in the Florida Business Corporations Act.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 10,000 voting common stock with a par value of \$.001 per share.

ARTICLE 5 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 1301 6th Avenue West, Suite 401, Bradenton, Florida 34205 and the name of the initial registered agent of this corporation at that address is **DAVID W. WILCOX, Esquire.**

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The

name and address of the initial Board of Directors is:

DAVID W. WILCOX
1301 6th Avenue West, Suite 401
Bradenton, Florida 34205

ARTICLE 7 - INCORPORATOR

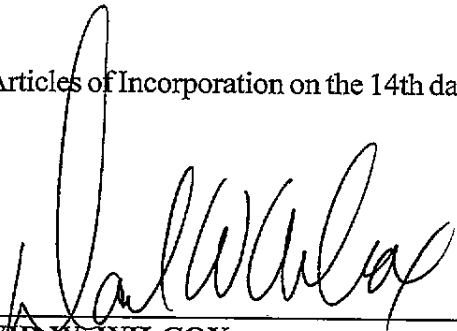
The name and address of the incorporator is:

DAVID W. WILCOX, Esq. **1301 6th Avenue West, Suite 401** **Bradenton, FL 34205**

ARTICLE 8 - AMENDMENT

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

The undersigned incorporator has executed these Articles of Incorporation on the 14th day of December, 2001.

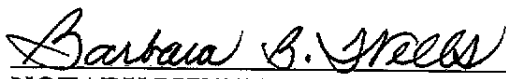


DAVID W. WILCOX

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, a Notary Public, appeared **DAVID W. WILCOX**, to me known to be the person described as the incorporator, who executed the foregoing Articles of Incorporation and said person did acknowledge subscribing to same.

WITNESS my hand and official seal this 14th day of December, 2001.



NOTARY PUBLIC



Barbara B. Wells
MY COMMISSION # CC745906 EXPIRES
September 28, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

01 DEC 18 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 12-14, 2001



REGISTERED AGENT