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**Florida Department of State
Division of Corporations
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To:

**Division of Corporations
Fax Number : (850) 205-0381**

From:

**Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

FLORIDA PROFIT CORPORATION OR P.A.

m & m specialties and confections, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

M & M SPECIALTIES AND CONFECTIONS, INC.

ARTICLE I

Name of Corporation

The name of this corporation is M & M SPECIALTIES AND CONFECTIONS, INC.

ARTICLE II

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

Principal Office

The address of the initial principal office of this corporation is P.O. Box 720242, Miami, Florida 33172-0006.

Prepared by:

Lawrence Bieler, Esq.
FBN 349852
Two S. Biscayne Blvd., #3250
Miami, FL 33131
(305) 374-5868

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*ARTICLE V*Registered Office

The address of the initial registered office of the corporation is 10613 NW 54th Street, Miami, Florida 33178. The Board of Directors may from time to time move the registered office to any other address in Florida.

*ARTICLE VI*Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to applicable Florida Statutes, shall be:

Manuel A. Sosa
10613 NW 54th Street
Miami, Florida 33178

*ARTICLE VII*Directors

This corporation shall have not less than one director. The names and addresses of the initial directors of this corporation are:

Manuel A. Sosa
P.O. Box 720242
Miami, Florida 33172-0006

Martha E. Sosa
P.O. Box 720242
Miami, Florida 33172-0006

The number of directors of this corporation may be set from time to time by resolution

adopted by a majority vote of the outstanding common shares.

ARTICLE VIII

Capital Stock

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is One Thousand (1,000) shares of Common Stock at One & 00/100 (\$1.00) Dollar par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX

Shareholders' Preemptive Rights

This corporation elects to have preemptive rights.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

Manuel A. Sosa
P.O. Box 720242
Miami, Florida 33172-0006

ARTICLE X

Directors' Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that

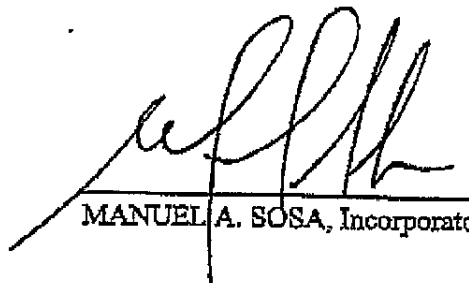
any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended, changed, altered or repealed only by majority vote of the outstanding common shares.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of April, 2002.


MANUEL A. SOSA, Incorporator

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STATE OF FLORIDA)
) SS
 COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared MANUEL A. SOSA,
 provided personally known to me to be the person described in and who executed the foregoing Articles of
 Florida Incorporation and who acknowledged before me that same was executed for the uses and purposes
 Driver license therein expressed.
 MB

WITNESS my hand and official seal this 23 day of April, 2002.



Melanie Broussard
 MY COMMISSION # 00068103 EXPIRES
 October 28, 2005
 BONDED THROUGH FARM INSURANCE INC

[Signature]
 NOTARY PUBLIC, State of Florida
 My commission expires:

REGISTERED AGENT ACKNOWLEDGMENT

Having been named Registered Agent for the above named corporation, at the Registered
 Office designated in this certificate, I hereby acknowledge that I am familiar with and accept the
 obligations of that position and agree to comply with all legal requirements relative thereto.

[Signature]
 MANUEL A. SOSA
 Registered Agent
 10613 NW 54th Street
 Miami, Florida 33178

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