

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Ganache Chocolates, Inc.

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
GANACHE CHOCOLATES, INC.**

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I.

The name of this Corporation shall be GANACHE CHOCOLATES, INC.

ARTICLE II.

The principal place of business and mailing address of this Corporation shall be:

11341 Linbergh Boulevard
Fort Myers, FL 33913

ARTICLE III.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV.

This Corporation shall commence upon the filling of these Articles of Incorporation, and shall have perpetual existence.

ARTICLE V.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI.

The shareholders of the Corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock.

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ARTICLE VII.

The name and address of the initial Registered Agent is:

Joseph A. Troiano
2320 First Street, Suite 1000
Fort Myers, Florida 33901

The Board of Directors from time to time may change the Registered Agent and move the Registered Office to any other address in the State of Florida, all in accordance with Florida law.

ARTICLE VIII.

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one. The name and street address of the initial director of this Corporation is:

Norman R. Love
11341 Linbergh Boulevard
Fort Myers, FL 33913

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX.

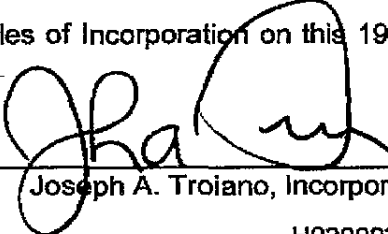
The name and street address of the Incorporator of these Articles of Incorporation is:

Joseph A. Troiano
2320 First Street, Suite 1000
Fort Myers, Florida 33901

ARTICLE X.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation on this 19th day of November 2002.



Joseph A. Troiano, Incorporator

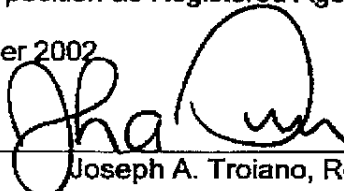
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**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as Registered Agent and agrees 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 this 19th day of November 2002



Joseph A. Troiano, Registered Agent

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