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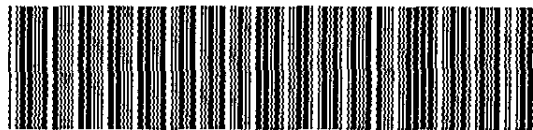
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 AUG 29 PM 2:41

9407

August 22, 2003

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

SUBJECT: Tootsie Role Productions, Inc.

Enclosed are an original and one copy of the articles of incorporation and a *Designation and Acceptance of Registered Agent for a Florida Corporation*.

Enclosed is the \$70.00 filing fee.

Please return the photocopy to me with the filing date stamped on it. I have enclosed a stamped self-addressed return envelope for the stamped copy.

FROM: Fred Schwarz, Esq.
7862 W. Irlo Bronson
No. 318
Kissimmee, FL 34747

ARTICLES OF INCORPORATION OF

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Tootsie Role Productions, Inc.

ARTICLE I. CORPORATE NAME

The name of this corporation is Tootsie Role Productions, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are
7862 W. Irlo Bronson Hwy, No. 318, Kissimmee, FL 34747.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 10,000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

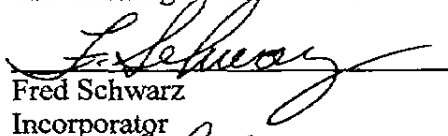
ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

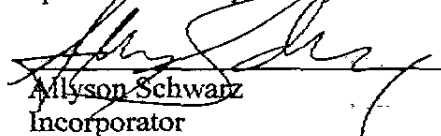
The name and address of the initial registered agent is Fred Schwarz, 7862 W. Irlo Bronson Hwy, No. 318, Kissimmee, FL 34747.

ARTICLE V. INCORPORATORS

The name and street address of the incorporator of these articles of incorporation is Fred Schwarz, 7862 W. Irlo Bronson Hwy, No. 318, Kissimmee, FL 34747.

The undersigned have executed these articles of incorporation on August 22, 2003.


Fred Schwarz
Incorporator


Allyson Schwarz
Incorporator


Fred Schwarz
Registered Agent

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE**

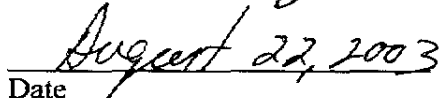
PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Tootsie Role Productions, Inc.
2. The name and address of the registered agent and office is:

Fred Schwarz
7862 W. Irlo Bronson
No. 318
Kissimmee, FL 34747

Having been named as registered agent and to accept service 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.


Fred Schwarz


Date

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