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Florida Department of State  
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Account Number : 105205003431  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Southwest Candy, Inc.

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9/9/03

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

ARTICLE 1. - NAME

The name of this corporation is **SOUTHWEST CANDY, INC.**

ARTICLE 2. - PRINCIPAL OFFICE MAILING ADDRESS

The principal office of the corporation is initially **810 Colonia Lane E, Nokomis, FL 34275** and the mailing address of the corporation is initially **810 Colonia Lane E, Nokomis, FL 34275**. The corporation may change its principal office and/or mailing address from time to time as permitted by law.

ARTICLE 3. - PURPOSE

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

ARTICLE 4. - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$1.00 (One Dollars and No Cents).

ARTICLE 5. - PREEMPTIVE RIGHTS

The holders of the common stock of the corporation shall not have preemptive rights to purchase additional shares.

ARTICLE 6. - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this corporation is **Michael J. Belle, 2364 Fruitville Road Sarasota FL, 34237**.

ARTICLE 7. - INITIAL BOARD OF DIRECTORS

The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director(s) of this corporation are:

**John M. Rys**

**2011 Calusa Lakes Blvd., Nokomis, FL 34275**

ARTICLE 8. - INCORPORATOR

The name and address of the Incorporator is: **Michael J. Belle, 2364 Fruitville Road, Sarasota, FL 34237**.

ARTICLE 9. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of

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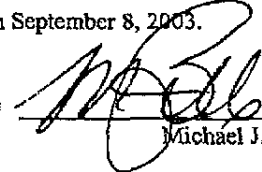
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their status as such.

ARTICLE 10. - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of the candidates.

The undersigned incorporator has executed these Articles of Incorporation on September 8, 2003.

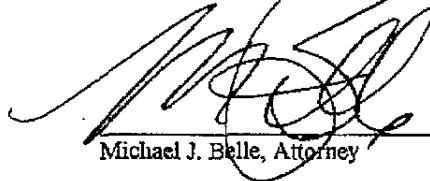
  
Michael J. Belle

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR

**SOUTHWEST CANDY, INC.**

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 the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: September 8, 2003

  
Michael J. Belle, Attorney

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