

**Electronic Articles of Incorporation
For**

P06000067040
FILED
May 11, 2006
Sec. Of State
thampton

DOWNTOWN CHOCOLATES, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

DOWNTOWN CHOCOLATES, INC.

Article II

The principal place of business address:

427 ZIMMERMAN DRIVE
ORLANDO, FL. US 32839

The mailing address of the corporation is:

427 ZIMMERMAN DRIVE
ORLANDO, FL. US 32839

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1,000,000

Article V

The name and Florida street address of the registered agent is:

TERRY JOHNSON
406 GREYFORD LANE
CASSELBERRY, FL. 32707

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: TERRY JOHNSON

Article VI

The name and address of the incorporator is:

SUSIE AZMIER
427 ZIMMERMAN DRIVE

ORLANDO, FL 32839

Incorporator Signature: SUSIE AZMIER

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: CEO
SUSIE AZMIER
427 ZIMMERMAN DRIVE
ORLANDO, FL. 32839

Title: P
DAVID AZMIER
427 ZIMMERMAN DRIVE
ORLANDO, FL. 32839

Article VIII

The effective date for this corporation shall be:

05/11/2006