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Arthur J. Green, P.A.
Attorney at Law

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1801 University Drive
Coral Springs, FL 33071

Suite 208
(305) 755-8771
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January 19, 1995

Secretary of State
Division of Corporations
The Capitol
409 E. Gaines St.
Post Office Box 6327
Tallahassee, Fl. 32314

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-01/30/95-01107-007
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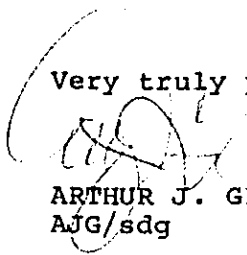
Re: Sugar Free Marketplace, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for above corporation as well as a check in the amount of the filing fee.

Upon the filing of the Articles, please forward a certified copy of the Articles to this office for our records.

Very truly yours


ARTHUR J. GREEN
AJG/sdg

enclosure

FILED
95 JAN 30 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FL 32314

W4
2-2-95

ARTICLES OF INCORPORATION
OF
SUGAR FREE MARKETPLACE, INC.

FILED
95 JAN 30 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this incorporation is SUGAR FREE MARKETPLACE, INC.
The mailing address of this Corporation is 1694 N.W. 112th Terrace,
Coral Springs, Florida 33071.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Ten Thousand
(10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL RESIDENT OFFICE AND AGENT

The street address of the initial resident office of this
corporation is 1801 University Drive, Coral Springs, Florida 33071,
and the name of the initial Resident Agent of this corporation
at that address is ARTHUR J. GREEN.

ARTICLE VI-
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The names and address of the initial directors are:

JUNE BEYDA
1695 N.W. 112th Terrace
Coral Springs, FL 33071

SANDRA SCHREIER
9361 S.W. 55th Street
Cooper City, FL 33328

ARTICLE VII-
INCORPORATOR

The name and address of the person signing these Articles is:

JUNE BEYDA
1695 N.W. 112th Terrace
Coral Springs, Fl. 33071

ARTICLE VIII-
BY-LAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX-
RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to each of the following Shareholders in the amount set opposite her name:

June Beyda	500
Sandra Schreier	500

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms of which, and the time within which such shares may be offered and sold, shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE X -
CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by majority of stockholders.

ARTICLE XI -
SHAREHOLDER QUORUM AND VOTING

Fifty-one percent of the shares entitled to vote, represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII -
SHAREHOLDERS MEETING REQUIRED

Any section of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

(End Page Three)

ARTICLE XIII-
MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XIV-
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV-
DIRECTOR QUORUM AND VOTING

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the directors present, shall be the act of the Board of Directors.

ARTICLE XVI-
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XVII-
INDEMNIFICATION

The corporation shall indemnify any officer or director of any former officer or director, to the full extent permitted by law.

ARTICLE XVIII-
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation, this 18th day of January, 1995.

June Beyda
Subscriber

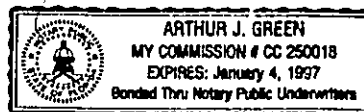
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JUNE BEYDA, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18 day of January, 1995.

[Signature]
NOTARY PUBLIC

My Commission Expires:



(End Page Five)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT SUGAR FREE MARKETPLACE, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

Coral Springs, STATE OF FLORIDA, HAS NAMED ARTHUR J. GREEN
(CITY) (STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 1801 UNIVERSITY DRIVE
(STREET ADDRESS OF RESIDENT AGENT)

CITY OF CORAL SPRINGS, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

Signature

JUNE BEYDA

Title

DIRECTOR

Date

1/18/85

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JAN 30 AM 10 14

FILED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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.

Signature

ARTHUR J. GREEN

Date

1/18/85

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LAW OFFICES

Stan L. Riskin, P.A.

499 N.W. 70TH AVENUE, SUITE 101

P.O. BOX 17914

PLANTATION, FLORIDA 33317

(954) 587-4668

FAX (954) 587-0205

June 2, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Sugar Free Marketplace, Inc.
Amendment to Articles of Incorporation

Gentlemen:

Enclosed please find our check for \$35.00 together with original and copy of Certificate of Amendment relative to the above Corporation.

A self-addressed stamped envelope is provided for the return confirmation.

Very truly yours,

Florence L. Koplo

Florence L. Koplo, CLA
Certified Legal Assistant

/flk/

Enclosures

400002201124--7
-06/04/97--01049--024
*****35.00 *****35.00

*Florence authorized to
Correct heading from
Cert to articles and
show Sandra as the
sole officer & director*

LFS

*Amend
R#5
6-12-97*

FILED
97 JUN -4 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
To
Articles of Incorporation
Of
SUGAR FREE MARKETPLACE, INC.

FILED

97 JUN -4 AM 10:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY that on May 23, 1997 at a duly noticed Meeting of the Stockholders and Directors of SUGAR FREE MARKETPLACE, INC., the following Amendment to the Articles of Incorporation was adopted:

That JUNE BEYDA shall cease serving as an Officer, Director of SUGAR FREE MARKETPLACE, INC. and from this date forward, SANDRA SCHREIER shall be President, Secretary, Treasurer and Director of SUGAR FREE MARKETPLACE, INC.

Dated this 27 day of May, 1997.

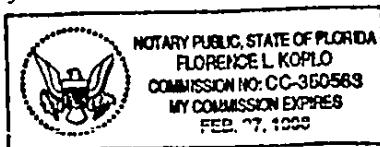
Sandra Schreier
Sandra Schreier, Secretary

STATE OF FLORIDA)
COUNTY OF BROWARD) ss:

BEFORE ME, the undersigned authority, personally appeared Sandra Schreier, known to me to be the person who signed the foregoing instrument and she acknowledged to me that she executed same. Personally known or produced identification in the form of Personally Known.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27 day of May, 1997.

My Commission Expires:



Florence L. Koplo
NOTARY PUBLIC, STATE OF FLORIDA