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((H950000010900)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 0
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

((H950000010900)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SWAP SHOP SNACK BAR, INC.
FAX AUDIT NUMBER: H950000010900 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/08/1995 TIME REQUESTED: 16:28:45
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CERTIFIED

ARTICLES OF INCORPORATIONSwap Shop Snack Bars, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, intends to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation will be Swap Shop Snack Bars, Inc.

ARTICLE II

The general nature of the business to be transacted by this corporation is: Selling of food.

To have and to exercise all the powers now or hereafter conferred by the Laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto, and to engage in any other lawful activities.

To conduct business in, Buying food, Selling food and the Preparation of food.

ARTICLE III

The principal place of a business or mailing address shall be, 2300 NE 49th Street, Lighthouse Point, Florida 33064

ARTICLE IV

The maximum number of shares of authorized capital stock of this corporation will be Five Hundred (500) shares of common stock having a par value of One Dollar (\$1.00) per share.

The capital stock will be paid in cash or in property, at a just valuation to be fixed by the incorporators, or by the director at a meeting called for such purposes, or at the organization meeting.

Samuel F. Carcione, CPA
2300 W. Sample Rd.
Pompano Beach, FL 33069
(305) 975. 0666

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Property, labor, or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the corporation. Stock and other corporations or going businesses may be purchased by the corporation, in return for the issuance of so much of the capital stock as the directors of the corporation may decide.

ARTICLE V

The term for which this corporation will exist will be perpetual.

ARTICLE VI

This corporation will have one (1) director, initially. The number of directors may be increased from time to time By-Laws adopted by the stockholders, but will never be less than one (1).

The members of the Board of Directors will be elected at an annual meeting of the stockholders of a said corporation. Officers of such corporations will be elected by Board of Directors at a meeting held immediately after the adjournment of the annual stockholders' meeting.

ARTICLE VII

The names and addresses of the Board of Directors are:

Christina Kenn
2300 NE. 49TH Street
Lighthouse Point, Fl. 33064

Paul Cathers
2300 NE. 49TH Street
Lighthouse Point, Fl. 33064

ARTICLE VIII

Special provisions for the regulation of the corporation are:

Section 1. The annual meeting of the stockholders and directors of this corporation shall be fixed by the By-Laws.

Section 2. Any meeting of the stockholders or Board of Directors may be held either within or without the State of Florida.

Section 3. The officers of this corporation shall be a President, Vice President, Secretary, and a Treasurer and such other officers as the Board of Directors may deem necessary.

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Section 4. The directors of the corporation are specifically authorized to accept in payment for The capital stock of the corporation either assignment or transfer of any real property, or personal property. Said discretion of the Board of Directors shall be final and upon the issuance of said stock in exchange for a conveyance of real or personal property, said stock shall thereafter be considered as fully paid and nonassessable and may not be questioned by any future stockholder or member of the Board of Directors.

ARTICLE IX

These Articles of Incorporation may be amended from time to time as 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 a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The name and addresses of the officers of the corporation until the election at the first annual meeting of officers are as follows:

Office

President & Vice President

Secretary & Treasurer

Christina Henn
2300 NE.49TH Street
Lighthouse Point, Fl. 33064

Paul Cathers
2300 NE.49TH Street
Lighthouse Point, Fl. 33064

ARTICLE XI

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

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ARTICLE XII

The registered agent of said corporation shall be Christina
Egan whose address is 2300 NE 49th Street, FL 33064

ARTICLE XIII

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

SAMUEL F. CARCIONE
2300 W. Sample Rd. Suite # 300
Pompano Beach, FL 33073


Samuel F. Carcione

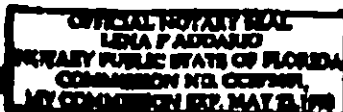
STATE OF FLORIDA

COUNTY OF

I HEREBY CERTIFY that on this day, before me, a Notary Public
duly authorized in the State and County named above to take
acknowledgments, personally appeared SAMUEL F. CARCIONE, to me well
known and known to me to be the person described as Incorporator in
and who executed the foregoing Articles of Incorporation and
acknowledged before me that she subscribed to those Articles of
Incorporation.

WITNESS my hand and seal in the County and State named above,
This 2 day of February 1995.


Notary Public



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: *Swap Shop Snack Bars, Inc.*
2. The name and address of the registered agent and office is:

Christina Henn
2300 NE 49th Street
Lighthouse Point, Florida 33064

Christina Henn
Christina Henn

Feb. 7, 1995
Date

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TALLAHASSEE, FLORIDA

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