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SHERRY C. DICKMAN, P.A.

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CORAL GABLES, FLORIDA 33134

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SHERRY C. DICKMAN

RECEIVED
TALLAHASSEE
FEB 27 1995

February 27, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation of
DELANNE CHOCOLATES, INC.

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Dear Sir/Madam:

Enclosed are the Articles of Incorporation of Delanne Chocolates, Inc. together with the Certificate Designating Registered Agent. Also enclosed is our check in the amount of \$122.50 for the filing fee.

Please return the certified copy to the undersigned in the enclosed, self-addressed envelope.

Should you have any questions or problems relating to the enclosed, please do not hesitate to call me.

Thank you for for your assistance in this mater.

Sincerely yours,

LAW OFFICES OF
SHERRY C. DICKMAN, P.A.

Sherry C. Dickman

SHERRY C. DICKMAN

SCD:mid
Enclosures

3/3/95
(TB)

ARTICLES OF INCORPORATION
OF
DELANNE CHOCOLATES, INC.

SECRET
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 11-11-00 BY 240

The undersigned, acting as incorporator of DELANNE CHOCOLATES, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name and mailing address of the Corporation is DELANNE CHOCOLATES, INC., 5881 Town Bay Drive, Suite 917, Boca Raton, Florida 33486.

ARTICLE II - DURATION

The existence of the Corporation will commence on the date of the filing of these Articles of Incorporation and the Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Stock".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this Corporation is Ann Gold, 5881 Town Bay Drive, Suite 917, Boca Raton, Florida 33486.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one (1). The names and street addresses of the initial Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Eleanor Rosenblatt	7599 Glendevon Lane Delray Beach, Florida 33446
Ann Gold	5881 Town Bay Drive, Suite 917 Boca Raton, Florida 33486
Adele Slitt	7599 Glendevon Lane Delray Beach, Florida 33446

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: Ann Gold, 5881 Town Bay Drive, Suite 917, Boca Raton, Florida 33486.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11 day of February, 1995.

Ann Gold
ANN GOLD

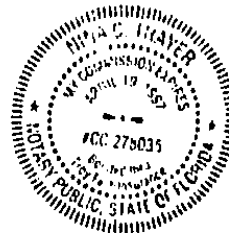
STATE OF FLORIDA :
COUNTY OF Alamogordo : SS

The foregoing instrument was acknowledged before me this 31st day of February, 1995, by Ann Gold, who has produced a Florida driver's license as identification, and who did take an oath.

Nina C. Thayer
Notary Public, State of Florida
At Large

NINA C. THAYER
Printed name of notary

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That DELANNE CHOCOLATES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5881 Town Bay Drive, Suite 917, Boca Raton, Florida 33486, has named ANN GOLD as its agent to accept service of process within Florida at the following address: 5881 Town Bay Drive, Suite 917, Boca Raton, Florida 33486.

DATED: 4/21/95

Ann Gold
ANN GOLD

Having been named to accept service of process for the above named corporation at 5881 Town Bay Drive, Suite 917, Boca Raton, Florida 33486, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Ann Gold
ANN GOLD