

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32311  
904-222-9171  
904-222-0393 FAX

**CSC networks**

800-342-8086

**P95000019891**

MAIL TO:  
P.O. Box 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 558617 134074A

AUTHORIZATION : *Patricia Piquito*

COST LIMIT : \$ 122.50

ORDER DATE : March 10, 1995

ORDER TIME : 12:29 PM

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ORDER NO. : 558617

CUSTOMER NO: 134074A

CUSTOMER: Brian L. Lipshy, Esq - 134074a  
BRIAN L. LIPSHY, ESQ

796 Gloucester Street

Boca Raton, FL 33487

DOMESTIC FILING

**P95000019891**

NAME: UNDERCOVER CANDY, INC.

XXXX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

*DN*  
3-13-95  
C/A

FILED  
95 MAR 10 AM 7:50  
TALLAHASSEE, FL

ARTICLES OF INCORPORATION  
OF  
UNDERCOVER CANDY, INC.

FILED  
95 MAR 10 AM 7:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

UNDERCOVER CANDY, INC.

The address of the principal office of this corporation shall be Post Office Box M-224, 1801 South Federal Highway, Delray Beach, Florida 33483, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Jeffrey Goldman Dir.	Post Office Box M-224 1801 South Federal Highway Delray Beach, Florida 33483
William L. Knight, II Dir.	Same
Melvin Goldman Dir.	Same

#### ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Jeffrey Goldman Pres.	Post Office Box M-224 1801 South Federal Highway Delray Beach, Florida 33483
William L. Knight II V. Pres.	Same
Melvin Goldman Treas./Sec.	Same

#### ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

#### ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

#### ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Information Services, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Information Services, Inc., has hereunto set  
their hand and seal of Corporation Information Services,  
Inc., on March 10, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: *Gail Shelby*  
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Information Services, Inc., a Florida  
corporation authorized to transact business in this  
State, having a business office identical with the  
registered office of the corporation named above, and  
having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and  
accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes.

CORPORATION INFORMATION SERVICES, INC.

By: *Gail Shelby*  
Its Agent, Gail Shelby

LRD/dgs