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LETTER OF TRANSMITTAL

May 23, 1995

FILED
95 MAY 25 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-05/26/95--01054--018
***122.50 ***122.50


Re: KEY WEST CHOCOLATE COMPANY

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation, and the Fee for Registered Agent Designation for the above-named corporation.

Very truly yours,


Catherine T. Hahn


David J. Hahn

Key West Chocolate Company

MAILING ADDRESS OF CORPORATION

925 TRUMAN AVENUE
KEY WEST, FL 33040

PHONE

(305)293-8080

BE 5/31

ARTICLES OF INCORPORATION

of

KEY WEST CHOCOLATE COMPANY

(name of corporation)

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:

KEY WEST CHOCOLATE COMPANY

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE & 00/100 Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>See attached</u>		
ADDRESS			
CITY	FLORIDA	ZIP	

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>KEY WEST CHOCOLATE COMPANY</u>		
ADDRESS	<u>925 TRUMAN AVENUE</u>		
CITY	FLORIDA	ZIP	<u>33040</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>CATHERINE T. HAHN</u>		
ADDRESS	<u>1113 GRINNELL STREET (REAR)</u>		
CITY	FLORIDA	ZIP	<u>33040</u>
NAME	<u>DAVID J. HAHN</u>		
ADDRESS	<u>1113 GRINNELL STREET (REAR)</u>		
CITY	FLORIDA	ZIP	<u>33040</u>
NAME			
ADDRESS			
CITY	STATE	ZIP	

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	CATHERINE T. HAHN		
ADDRESS	1113 GRINNELL STREET (REAR)		
CITY	KEY WEST	STATE	FLORIDA ZIP 33040
NAME	DAVID J. HAHN		
ADDRESS	1113 GRINNELL STREET (REAR)		
CITY	KEY WEST	STATE	FLORIDA ZIP 33040
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 23rd day of MAY, 1995.

Catherine T. Hahn (Seal)
D. J. Hahn (Seal)
 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

KEY WEST CHOCOLATE COMPANY
(name of corporation)

FILED
95 MAR 25 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 925 TRUMAN AVENUE

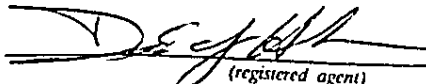
KEY WEST, FLORIDA 33040

has named DAVID J. HAHN

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)