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 TALLAHASSEE, FL 32309
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 CONTACT: RAY STORMONT
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 1, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: MUSIL CHOCOLATE MAKER, INC.
REF: W95000011358

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Loria Poole
Corporate Specialist

FAX Aud. #: H95000005121
Letter Number: 295A00027492

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

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ARTICLES OF INCORPORATION

OF

MUSIL CHOCOLATE MAKER, INC.

ARTICLE I
CORPORATE NAME

The name of this Corporation is: MUSIL CHOCOLATE MAKER, INC.

ARTICLE II
NATURE OF CORPORATE BUSINESS

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

1. Transact any and all lawful business.
2. Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with

Christina M. Moreno, Esq. - FL Bar #436150
13122 W. Dixie Hwy., Sta. C,
N. Miami, FL 33161
(305) 893-0030

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TALLAHASSEE, FLORIDA

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real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute section 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligation, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loan and invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within

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or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for the charitable, scientific, or educational purposes;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statutes SS 607.014.

ARTICLE III CAPITAL STOCK

This Corporation is authorized to issue a maximum of 100 shares of stock. The shares of stock authorized shall be common

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stock, having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

ELLEN LEVINE
15050 NE 20 Avenue, Suite H
North Miami, FL 33181

ARTICLE V
PRINCIPAL PLACE OF BUSINESS

The Corporation's principal place of business/mailling address in the State of Florida shall be: 15050 N.E. 20 Avenue, Suite H, North Miami, Florida 33181

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time. The name and post office address of each member of the first Board of Directors is:

Ellen Levine
15050 NE 20 Avenue, Suite H
North Miami, FL 33181

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

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ARTICLE VII
INCORPORATOR

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows:

Ellen Levine
15050 NE 20 Avenue, Suite H,
North Miami, FL 33181.

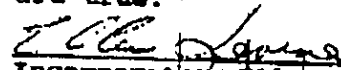
ARTICLE VIII

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 shareholders is subject to this reservation.

ARTICLE IX
COMMENCEMENT DATE

This Corporation shall commence existence upon the filing of these Articles of Incorporation with the Department of State, State of Florida, and shall have perpetual existence.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


Incorporator: Ellen Levine

STATE OF FLORIDA]
COUNTY OF DADE] SS:

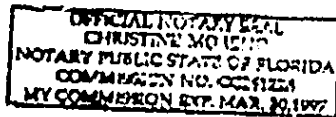
The foregoing instrument was acknowledged before me this 1st

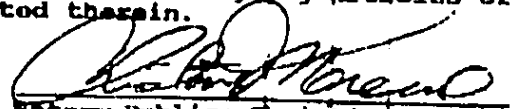
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day of June, 1995, by Ellen Levine, who is personally known to me or who has produced a valid Florida driver's license #L130-202-42-805 as proof of photo identification, and who took an oath and acknowledged that she executed the foregoing Articles of Incorporation for the purposes stated therein.

My Commission Expires:




Notary Public: Christine Moreno
Commission No. CC261225

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

In compliance with Section 33 48.091, Florida Statutes, the following is submitted:

FIRST that MUSIL CHOCOLATE MAKER, INC., a Florida corporation, desiring to organize under the laws of the State of Florida, with its principal place of business in the City of North Miami, Dade County, Florida, has named:

Ellen Levine
15050 NE 20 Avenue-Suite H
North Miami, Florida 33181

as its agent to accept service of process within Florida

Ellen Levine

Ellen Levine
President, Director, Registered
Agent, and Incorporator

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SECRETARY OF STATE

I, Ellen Levine, 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.

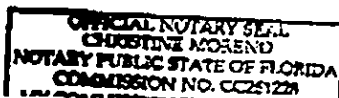
Ellen Levine

Registered Agent for
Musil Chocolate Maker, Inc.

SWORN TO AND SUBSCRIBED before me on this the 1st day of June 1995, by Ellen Levine, who produced a valid Florida Drivers License #L150-202-42-805 as proof of photo identification, and who took an oath and acknowledged that she executed the foregoing for the purposes stated therein.

My Commission Expires:

Christine Moreno
Notary Public: Christine Moreno



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