

P95000044992

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

95 JUN 12 11 05

DIVISION OF CORPORATION

C.C. FEE.

DISBURSED

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Capital Express™

☒ Art. of Inc. File

____ Corp. Record Search

____ Ltd. Partnership File

____ Foreign Corp. File

☒ () Cert. Copy(s)

____ Art. of Amend. File

____ Dissolution/Withdrawal

____ C U S -

____ Filitious Name File

____ Name Reservation

____ Annual Report/Statement

____ Reg. Agent Service

____ Document Filing

____ Corporate Kit

____ Vehicle Search

____ Driving Record

____ Document Retrieval

____ UCC 1 or 3 File

____ UCC 11 Search

____ UCC 11 Retrieval

____ File No.'s _____ Copies

____ Courier Service

____ Shipping/Handling

____ Phone () _____

____ Top Priority

____ Express Mail Prep.

____ FAX () _____ pgs.

SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN 12 AM 11:20

6/12/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY W _____

WALK-IN 6-12
Will Pick Up _____

ARTICLES OF INCORPORATION
OF
CANDY KIDS CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 12 AM 11:20

The undersigned, for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be: CANDY KIDS CORP.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Aventura Mall/Room 145
19575 Biscayne Boulevard
Miami, Florida 33180

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 2,000 shares of common stock at One Dollar (\$1.00) par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued qualify as "Section 1244 Stock," as such term is defined in the Internal Revenue Code and Regulations issued thereunder.

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MARJORIE F. ROBBINS
1090 Kane Concourse
Suite 202
Bay Harbor Islands, Florida 33154

ARTICLE V
PURPOSE

The general nature of the business or businesses to be transacted is as follows:

Section 1. To own and operate stores specializing in selling candy and confections in bulk and otherwise, and in selling novelty and gift items.

Section 2. To engage in any activities or business permitted under the Laws of the United States and the State of Florida.

ARTICLE VI
DURATION

This corporation shall exist perpetually.

ARTICLE VII
PREEMPTIVE RIGHTS

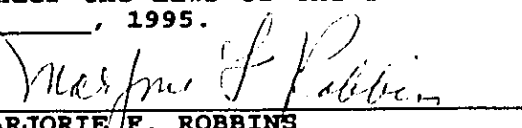
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered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

ARTICLE VIII
INCORPORATORS

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

MARJORIE F. ROBBINS
1090 Kane Concourse
Suite 202
Bay Harbor Islands, Florida 33154

IN WITNESS WHEREOF, I the undersigned, being the Subscribing Incorporator, have hereunto set my hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, this 8 day of June, 1995.


MARJORIE F. ROBBINS

STATE OF FLORIDA
COUNTY OF DADE

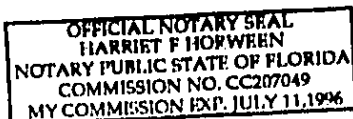
The foregoing instrument was acknowledged before me this 8
day of June, 1995, by MARJORIE T. ROBBINS, as
Subscriber and Incorporator, who is personally known to me or who
has produced his _____ as
identification, and who did take an oath.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Sign: Harriet F. Horween

Print: HARRIET F. HORWEEN

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN 12 AM 11:20

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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: CANDY KIDS CORP.
2. The name and address of the Registered Agent and office is:

MARJORIE F. ROBBINS
(NAME)

1090 Kane Concourse, Suite 202
(P.O. BOX NOT ACCEPTABLE)

Bay Harbor Islands, Florida 33154
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Marjorie F. Robbins
SIGNATURE

MARJORIE F. ROBBINS

June 8, 1995
Date