

CONTACT:

P95000047637

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE, FL 32301 (904) 681-6528

(City, State, Zip) (Phone #)

500001516805
-06/19/95--01048-010
*****70.00 *****70.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Card Iworks, Inc.

(Corporation Name)

(Document #)

SECRET
SEARCH
TALLAHASSEE
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FILED

2. _____

(Document #)

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(Document #)

4. _____

(Document #)

 Walk in Pick up time _____ Certified Copy ARTICLES ONLY Mail out Will wait Photocopy Certificate of Status ALL CHARTER DOCS CERTIFICATE OF GOOD STANDING

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Certificate of FICTITIOUS NAME
 FICTITIOUS NAME SEARCH
 CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

F. CHESSEY JUN 19 1995
**HOLD FOR
PICKUP BY
UCC SERVICES**

Examiner's Initials

ARTICLES OF INCORPORATION

OF

CANDLEWORKS, Inc.

APR 19 1974
341
TALLAHASSEE
FLORIDA
SECRETARIAL
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FILLED

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

ARTICLE I. NAME

The name of the corporation shall be:

CANDLEWORKS, Inc.

The address of the principal office of this corporation
shall be 1059 Cheney Highway, Titusville, Florida 32780, 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 1,000 shares of common stock at \$1.00 par value.

ARTICLE IV. ADDRESS

The street address of the initial registered office of this corporation shall be 526 East Park Avenue, Suite 200 Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is UCC Filing & Search Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

The names and street addresses of the initial Officers and Directors are:

Travis H. Gier 6284 Balsam Street Cocoa, FL 32927	President/Secretary/ Director
---	----------------------------------

Maria D. Gier 6284 Balsam Street Cocoa, FL 32927	Vice-President/Treasurer/ Director
--	---------------------------------------

ARTICLE VII. INCORPORATOR

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

UCC Filing & Search Services, Inc.
526 East Park Avenue, Suite 200
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of UCC Filing & Search Services, Inc., has hereunto set her hand and seal of UCC Filing & Search Services, Inc., on this 19th day of June, 1995.

UCC Filing & Search Services, Inc.

By: Betty B. Young
Its Agent, Betty B. Young

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

UCC Filing & Search Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation name 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.

UCC Filing & Search Services, Inc.

By: Betty B. Young
Its Agent, Betty B. Young

FILED
1995 JUN 19 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT:

472049

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OFFICE USE ONLY

UCC FILING & SEARCH SERVICES

(Requestor's Name)

326 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE, FL 32301 (904) 681-6528

(City, State, Zip) (Phone #)

700001526017
-06/28/95--01051-01
*****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Candleworks Inc. (Document #) PA Change
2. _____ (Document #)
3. _____ (Document #)
4. _____ (Document #)

Walk in

Pick up time _____

Mail out

Will wait

Photocopy

Certified Copy

Certificate of Status

CERTIFICATE OF GOOD STANDING

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
ARTICLES ONLY
ALL CHARTER DOCS

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NEW FILINGS	
Profit	Non-Profit
NonProfit	
Limited Liability	
Domestication	
Other	

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Resignation of D.A. Officer/Director	
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Dissolution/Withdrawal	
Merger	

Certificate of FICTITIOUS NAME
 FICTITIOUS NAME SEARCH
 CORP SEARCH

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/QUALIFICATION	
Eden	
Limited Partnership	
Reinstatement	
Trademark	
Other	

**HOLD FOR
PICKUP BY
UCC SERVICES**

Examiner's Initials

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, ~~617.1508~~, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is:

Candleworks, Inc.

1b. Date of incorporation 6/19/95

Document number P95000047637

2. The name and address of the current registered agent and office:

UCC Filing & Search Services, Inc.
520 E. Park Avenue, Suite 200
Tallahassee, FL 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Travis H. Gier
6284 Balsam Street
Cocoa, FL 32927

RECEIVED
JUN 26 1995
TALLAHASSEE
REGISTER OF STATE
FLORIDA
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JUN 26 1995
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The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Travis H. Gier
SIGNATURE
June 26, 1995
DATE

Travis H. Gier, President
Typed or printed name and title

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Travis H. Gier
(Registered Agent)
DATE June 26, 1995

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

FILING FEE: \$35.00

P95000047637

JAMES R. FLAGG, P.A.
ATTORNEY AT LAW
108 JULIA STREET
TITUSVILLE, FLORIDA 32794

OFFICE USE ONLY

96 JAN 3 AM 8:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) _____ (Document #) _____
2. _____
(Corporation Name) _____ (Document #) _____
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Walk in Pick up time _____ Certified Copy
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Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

VLd:s

VS JAN 11 1996

ARTICLES OF DISSOLUTION
OF
CANDLEWORKS, INC.

FILED
96 JAN -3 AM 8:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name of this corporation is Candleworks, Inc. (the "Corporation") organized under the laws of the State of Florida on June 19, 1995

The Corporation has elected to dissolve pursuant to a special meeting of its shareholders. A true copy of the minutes of the special meeting of the shareholder, the resolution to adopt a plan of corporate liquidation, the waiver of notice, and ratification of the minutes are attached and incorporated by reference as Exhibit A.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on December 28, 1995, in Titusville, Florida.

By: Travis H. Gier
Travis H. Gier, President

Attest:

Travis H. Gier
Travis H. Gier, Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared Travis H. Gier, who has produced his Florida drivers license and known to me to be the person who executed the foregoing Articles of Dissolution this 28th day of December, 1995.

Joan E. Galbisek
Notary Public



JOAN E GALBICSEK
My Commission CC325878
Expires Oct. 17, 1997
Bonded by HAI
800-422-1558

**MINUTES OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
CANDLEWORKS, INC.**

A special meeting of the shareholders of Candleworks, Inc. (the "Corporation"), a Florida corporation, was held at 106 Julia Street, Titusville, Florida, on December 28, 1995, at 9:00 a.m. pursuant to the waiver of notice attached.

The following shareholders were present, in person or by proxy:

Shareholder	Shares	In Person	By Proxy
Travis H. Gier	50	X	
Maria D. Gier	50	X	

Travis H. Gier acted as chairperson and Maria D. Gier acted as secretary of the meeting. The chairperson declared that all shareholders of record received notice of the special meeting and its purpose, all of the shareholders were present, either in person or by proxy, and that all had executed a waiver of notice of the meeting. The chairperson then announced the purpose of the meeting was to consider the dissolution of the Corporation and to adopt a plan of liquidation of the assets of the Corporation.

A discussion ensued and the following resolutions were unanimously adopted by the board of directors and shareholders of the Corporation:

WHEREAS, the shareholders, UPON RECOMMENDATION OF THE DIRECTORS of the Corporation, have determined that it is advisable and beneficial for the Corporation that it be liquidated and dissolved; and

WHEREAS, the shareholders must and do hereby adopt a plan of liquidation and dissolution of the Corporation;

RESOLVED, that the following plan of liquidation is adopted to assemble and marshal the assets of the Corporation, pay or make adequate provisions for the debts of the Corporation, and apportion the remaining assets among the shareholders according to their respective interests:

1. The Corporation shall be liquidated pursuant to §333 of the Internal Revenue Code and §607.1402 of the Florida Statutes.
2. The Corporation will distribute all of its property and assets during the month of December, 1995.

There being no further business to come before the meeting, it was, upon motion
duly made, seconded, and unanimously carried, adjourned.

Travis H. Gier
Travis H. Gier, Chairperson

Maria D. Gier
Maria D. Gier, Secretary

**WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE SHAREHOLDERS OF
CANDLEWORKS, INC.**

We, the undersigned shareholders, hereby agree and consent that the special meeting of the shareholders of the Corporation be held on the date and time and at the place stated below for the purpose of considering the dissolution of the Corporation and we hereby waive all notice of the meeting and any adjournment of it.

Date of Meeting: December 28, 1995

Time of Meeting: 9:00 a.m.

Place of Meeting: 106 Julia Street
Titusville, Florida

Travis H. Gier
Travis H. Gier, Shareholder

Maria D. Gier
Maria D. Gier, Shareholder

ASSIGNMENT

In complete satisfaction of the rights of Travis H. Gier and Maria D. Gier, the shareholders of Candleworks, Inc. (the "Corporation") and in consideration for the assumption of the Corporation's liabilities by these shareholders on behalf of it, the Corporation assigns, transfers, and conveys all of the Corporation's right, title, and interest in and to all of its property, both real and personal, tangible and intangible, whether known or unknown, to these shareholders as follows:

Travis H. Gier 50% of remaining assets after liabilities have been paid.

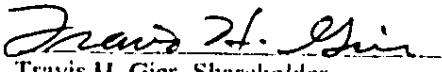
Maria D. Gier 50% of remaining assets after liabilities have been paid.

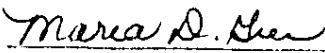
Executed on December 28th, 1995, at Titusville, Florida.

By: Travis H. Gier
Travis H. Gier, President

**RATIFICATION OF MINUTES OF
SPECIAL MEETING OF SHAREHOLDERS OF
CANDLEWORKS, INC.**

We the undersigned shareholders (or assignees of them) of Candleworks, Inc. have read these minutes and hereby approve, ratify, and confirm all business transacted as reported in them, and in signification of our approval, ratification, and confirmation and of our consent to any and all acts done at the meeting, do hereby sign our names.


Travis H. Gier, Shareholder


Maria D. Gier, Shareholder