



ACCOUNT NO. 072100000032

REFERENCE 622734 119622A

AUTHORIZATION Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : June 19, 1995

ORDER TIME : 6:13 PM

ORDER NO. : 622734

CUSTOMER NO: 119622A

600001518636

CUSTOMER: Gary D. Fields, Esq
GARY D. FIELDS, ESQ

Suite 700
4400 P.g.a. Boulevard
Palm Bch Garden, FL 33410

DOMESTIC FILING

NAME: CHEW CHEWS CANDY COMPANY

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN JUN 21 1995

FILED
95 JUN 20 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHEW CHEWS CANDY COMPANY

FILED
95 JUN 20 AM 10:08
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:

CHEW CHEWS CANDY COMPANY

The address of the principal office of this corporation shall be 12 Wyndham Lane, Palm Beach Gardens, Florida 33418, 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 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 Service Company.

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 four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Leslie Rogell Dir.	12 Wyndham Lane Palm Beach Gardens, Florida 33418
Thomas G. Hutton Dir.	18 Huntly Drive Palm Beach Gardens, Florida 33418
Patricia Rogell Dir.	12 Wyndham Lane Palm Beach Gardens, Florida 33418
Deborah Hutton Dir.	18 Huntly Drive Palm Beach Gardens, Florida 33418

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:

Leslie Rogell Pres.	12 Wyndham Lane Palm Beach Gardens, Florida 33418
Thomas G. Hutton V. Pres.	18 Huntly Drive Palm Beach Gardens, Florida 33418
Patricia Rogell Sec.	12 Wyndham Lane Palm Beach Gardens, Florida 33418
Deborah Hutton Treas.	18 Huntly Drive Palm Beach Gardens, Florida 33418

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 19, 1995.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

FILED
95 JUN 20 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware 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 SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

LRL:jlm

LAW OFFICE OF
GARY D. FIELDS

(407) 625-1200

P95000048253

ADMIRALTY TOWER • SUITE 700
4400 PGA BOULEVARD
PALM BEACH GARDENS, FL 33410
FACSIMILE (407) 624-3709

August 14, 1995

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

000001562870
-08/17/95--01008--005
*****35.00 *****35.00

Re: Chew Chews Candy Company - Charter No. P95000048253 - Filed 6/20/95

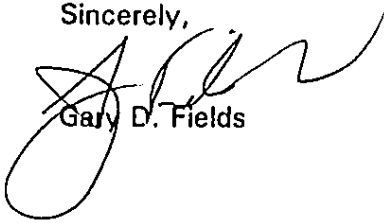
Dear Sir or Madam:

Enclosed please find a Statement of Change of Registered Office and Registered Agent, along with our check for the filing fee of Thirty-five Dollars (\$35.00).

Please file the Statement and update your records accordingly.

Thank you for your courtesy and cooperation in this regard.

Sincerely,


Gary D. Fields

GDF:hs
Enclosures

SH 21
Change of RA
95 AUG 16 PM 2:07
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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, or 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: CHEW CHEWS CANDY COMPANY

1b. Date of incorporation 6/20/95 Document number P95000048253

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

CORPORATION SERVICE COMPANY

1201 HAYS STREET, TALLAHASSEE, FL 32301

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

GARY D. FIELDS

SUITE 700, 4400 PGA BLVD., PALM BEACH GARDENS, FL 33410

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.

[Signature]
SIGNATURE

DATE

LESLIE ROGELL, 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 [Signature]

(Registered Agent)

DATE 8/14/95

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