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LAW OFFICE OF

Stephen F. Voigt, P.A.
Attorney at Law

2414 Bee Ridge Road
Sarasota, Florida 34239
Telephone (813) 925-2324
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Siesta Key
146 Avenida Messina
Sarasota, Florida 34242
Telephone (813) 925-2324
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July 13, 1995

VIA UPS

Florida Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

601001538926
-07/17/95--01038--018
*****70.00 *****70.00

RE: THE CANDY CONNECTION CORPORATION OF SIESTA KEY, INC.

Dear Sir/Madam:

I have enclosed for your review and filing the original and two (2) copies of the Articles of Incorporation for THE CANDY CONNECTION CORPORATION OF SIESTA KEY, INC., and a check in the amount of \$70.00 payable to The Florida Department of State for the following:

Filing Fee for Articles of
Incorporation, F.S. \$35.00

Filing Fee for Resident Agent F.S. \$35.00

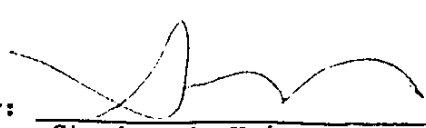
TOTAL: \$70.00

Please return a certified copy of the Certificate of Incorporation to this office.

Thank you for your prompt attention to and cooperation in this matter.

Very truly yours,

By:


Stephen F. Voigt, Esq.

SFV/mss
Enclosures

PROF-95
7-18-95

FILED
95 JUL 17 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE CANDY CONNECTION CORPORATION OF SIESTA KEY, INC.**

FILED
95 JUL 17 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is THE CANDY CONNECTION CORPORATION OF SIESTA KEY, INC.

ARTICLE II - TERM

This corporation shall commence to exist on the time of the filing of these Articles of Incorporation by the Department of State of the State of Florida, and shall exist perpetually or until legally dissolved.

ARTICLE III - PURPOSE

This is a corporation for the purpose of conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue SEVEN HUNDRED FIFTY (750) SHARES of ONE DOLLAR (\$1.00) PAR VALUE per share common stock.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 144 AVENIDA MESSINA, SARASOTA, FLORIDA 34242.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address and the initial registered office of this corporation is STEPHEN F. VOIGT, P.A. and that address is 2414 BEE RIDGE ROAD, SARASOTA, FLORIDA 34239.

ARTICLE VII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be executed by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This corporation shall have no directors.

ONE HUNDRED PERCENT (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

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95 JUL 17 PM 3:57

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

MARK E. SCHERER
144 AVENIDA MESSINA
SARASOTA, FLORIDA 34242

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of July, 1995.

Mark E. Scherer
MARK E. SCHERER

STATE OF FLORIDA)
) SS.
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 16th day of July, 1995 by MARK E. SCHERER, who is personally known to me or who has produced DRIVER'S LICENSE as identification and who did take an oath.

MY COMMISSION EXPIRES: 12-19-95

Barbara A. Cox
Notary Public
BARBARA A. COX
Print Name

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

STEPHEN F. VOIGT, P.A.

BY: Stephen F. Voigt
Stephen F. Voigt, Pres.

P45000055439
STEPHEN F. VOIGT, P.A.

2414 BEE RIDGE ROAD
SARASOTA, FLORIDA 34239
(813) 925-2334
(813) 921-2047 (FAX)

SIESTA KEY OFFICE
144 AVENIDA MESSINA
SARASOTA, FLORIDA 34242
(813) 925-2324
(813) 921-2047 (FAX)

August 7, 1995

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

RE: THE CANDY CONNECTION CORPORATION OF SIESTA KEY, INC.

Please be advised that the above referenced corporation has changed address from 144 Avenida Messina to 5239 D. Ocean Blvd., Sarasota, Florida 34242.

If you have any questions, please don't hesitate to call.

Sincerely,

Barbara A. Cook
Barbara A. Cook
Legal Assistant

JW
8-14-95