

P96000003 740

RON A. RHOADES, ESQ.

Attorney & Counselor At Law

PRACTICE LIMITED TO:
ESTATE PLANNING & TAXATION; ESTATE AND TRUST ADMINISTRATION;
SINGLE BUSINESS ENTITY REPRESENTATIONS

PLEASE RESPOND TO
CITRUS HILLS OFFICE:
2420 North Benet Avenue
Hernando FL 34442
(Hampton Square Plaza, S.R. 486)
Ph: (904) 746-1006; Fax 746-0064

ADDITIONAL OFFICE LOCATED AT
WINTER WACHS / SPRING HILLS
5327 Commercial Way, Suite C113
Spring Hill FL 34606
(Colonial Park offices on U.S. 19)
Ph: (904) 688-0750

November 21, 1995

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

RE: THE CANDY BARREL OF CASHIERS, INC.

400001645964
-11/27/95-P01086--009
122.50 *122.50

To Whom It May Concern:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for THE CANDY BARREL OF CASHIERS, INC. Attached is a copy of the name reservation certificate. Please approve and file the original and certify the copy for us. Also enclosed is a Certificate of Designation of Registered Agent and Office for the corporation.

Also enclosed is a check payable to you for charges as follows:

Filing Fee	\$35.00
Certified Copy	\$2.50
Filing Registered Agent's Designation	35.00
TOTAL	\$122.50

Please contact me if anything further is required.

Very truly yours,


Ron A. Rhoades

RAR:ear
Enclosures
CC: The Candy Barrel of Cashiers, Inc.

40678
40612
4067
11/28/95
33783
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NOV 27 PM 12:51
FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 28, 1995

RON A. RHOADES ESQ.
5327 COMMERCIAL WAY STE C113
SPRING HILL, FL 34606

SUBJECT: THE CANDY BARREL OF CASHIERS, INC.
Ref. Number: W95000023283

We have received your document for THE CANDY BARREL OF CASHIERS, INC. and check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 995A00051988

**ARTICLES OF INCORPORATION
OF**

THE CANDY BARREL OF CASHIERS, INC.

The undersigned, acting as the incorporator of THE CANDY BARREL OF CASHIERS, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME OF CORPORATION

The name of the Corporation is THE CANDY BARREL OF CASHIERS, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation shall be located at 5327 Commercial Way, Suite C-118, Spring Hill, Florida 34606, and its mailing address shall be, initially, 5327 Commercial Way, Suite C-113, Spring Hill, Florida 34606.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on November 21, 1995.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporations authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, having a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right to purchase shares of common stock of this corporation that from time to time may be issued, whether or not presently authorized, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued. A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

EFFECTIVE DATE
11/21/95

RECORDED
25 NOV 27 PM 5:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. CUMULATIVE VOTING

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all those votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2420 North Essex Avenue, Hernando, Florida 34442 and the name of the corporation's initial registered agent at that address is Ron A. Rhoades, Esq.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but never shall be less than one. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
FRED LEONI	5327 Commercial Way Suite C-113 Spring Hill, FL 34606
PHYLLIS LEONI	5327 Commercial Way Suite C-113 Spring Hill, FL 34606
REBECCA LEONI	5327 Commercial Way Suite C-113 Spring Hill, FL 34606

ARTICLE IX. INCORPORATOR

The name and address of the incorporator is as follows:

Ron A. Rhoades, Esq.
2420 North Essex Avenue
Hernando, Florida 34442

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the Board of Directors any rights he may have as an incorporator to acquire any of the capital stock of this corporation, assignment becoming effective on the date corporate existence begins.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and also in the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Hernando, Florida, this 21st day of November, 1995.



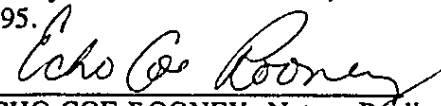
Ron A. Rhoades, Esq.

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF CITRUS

Before me, the undersigned authority, personally appeared Ron A. Rhoades, Esq., who is to me well known to be the person described and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth and produced valid Florida driver's license as verification of identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Hernando in said County and State this 21st day of November, 1995.



ECHO COE ROONEY, Notary Public
State of Florida
My Commission Expires: 11/18/97
Commission Number CC330915

 ECHO COE ROONEY
COMMISSION # CC 330915
EXPIRES NOV 18, 1997
Atlantic Bonding Co., Inc.
800-732-2245



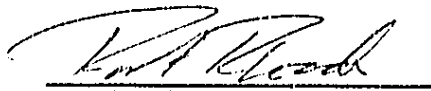
ECHO COE ROONEY
COMMISSION # CC 330915
EXPIRES NOV 18, 1997
Atlantic Bonding Co., Inc.
800-732-2245

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

THE CANDY BARREL OF CASHIERS, INC.

Pursuant to Section 607.0501, Florida Statutes (1990), THE CANDY BARREL OF CASHIERS, INC., desiring to organize under the laws of the State of Florida, has named Ron A. Rhoades, Esq. located at 2420 North Essex Avenue, Hernando, FL 34442, as its agent to accept service of process within this state.

Having been named to accept service of process for the above corporation at the place designated in this certificate, I hereby accept appointment in such capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office. I further certify that I am familiar with, and accept, the obligations attendant to said position.


Ron A. Rhoades, Esq.

FILED
55 NOV 27 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000003740

RON A. RHOADES

Attorney & Counselor At Law

ESTATE PLANNING • WILLS • TRUSTS • ESTATE AND GIFT TAXATION • PROBATE • TRUST ADMINISTRATION
ASSET PROTECTION PLANNING • SELECT PROFESSIONAL & BUSINESS ENTITY REPRESENTATIONS

*Please Respond To Our
Citrus County Office:*
2420 North Essex Avenue
Hernando, FL 34442-5320
Phone: (352) 746-1006
Fax: (352) 746-0064
(Citrus Hills, Near Sergio's)

*Reho Coe Rooney, Legal Assistant
Estate Planning, Trust Funding,
Corporations*

*Jeanne Christy, Legal Assistant
Probate & Trust Administration*

*Additional Office At
Weeki Wachee/Spring Hill:*
5327 Commercial Way
Suite C-113
Spring Hill, FL 34606
(Park Place Office Complex)
Ph: (352) 688-0750

March 5, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

100001789651
-03/12/96--01057--016
*****35.00 *****35.00

**RE: THE CANDY BARREL OF CASHIERS, INC. CHANGE OF NAME TO THE VILLAGE
CANDY SHOPPE, INC.**

Dear Sirs:

Enclosed please find an original and one copy of the proposed Articles of Amendment for THE CANDY BARREL OF CASHIERS, INC. Please approve and file the original and return the copy to my office without certifying same.

Also, enclosed please find my check made payable to you in the amount of \$35.00 representing your filing fee.

Should you have any questions or need any additional information, please do not hesitate to contact me.

Very truly yours,



Ron A. Rhoades

RAR/ear

Enclosures

CC: The Village Candy Shoppe, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 11 AM 9:43
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
THE CANDY BARREL OF CASHIERS, INC.

RECORDED
SECTION 607.1003
DIVISION 11
95 MAR 11 AM 9:43

The Articles of Incorporation of **THE CANDY BARREL OF CASHIERS, INC.**, shall be amended as follows:

ARTICLE I

The name of the corporation shall be **THE VILLAGE
CANDY SHOPPE, INC.**

The foregoing amendment was proposed to the shareholders by the unanimous vote of the Board of Directors, and was approved on the 26 day of Feb, 1996, by a majority of the shareholders of the corporation, pursuant to the procedures set forth in Section 607.1003, Florida Statutes (1993), the directors and shareholders manifesting their intention that the foregoing amendment to the Articles of Incorporation be adopted.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment, this 26 day of Feb, 1996

THE CANDY BARREL OF CASHIERS, INC.

BY: Fred Leoni

FRED LEONI

As Its President

ATTEST:

BY: Phyllis V Leoni

PHYLLIS LEONI

As Its Secretary

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF HERNANDO

The foregoing instrument was sworn to, subscribed and acknowledged before me this 26 day of Feb., 1976, by **FRED LEONI AND PHYLLIS LEONI**, who have presented their Florida driver's license as identification in their capacity as President and Secretary of **THE CANDY BARREL OF CASHIERS, INC.**, a Florida corporation, on behalf of the corporation.

Joanne Romagnolo, Notary Public
State of Florida

My Commission Number is: _____

My Commission expires: _____

