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ORDER DOTT : January 27 1996

ORDER TIME : 10:50 AM

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CUSTOMER: The Eugene T. Desposito

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936 Greytwill Road

Vero Meach, FL. 32963

DOMESTIC FILTEG

NORE: VERO UNTERPRISES, INC.

XXXXX ORTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTMERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

XXXXX PLAIN STAMED CORY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sobrena Randolph

EXAMINER'S INITIALS:

T. BROWN JAN 2 5 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VERO ENTERPRISES, INC.

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:

VERO ENTERPRISES, INC.

The address of the principal office of this corporation shall be 536 Greytwig Road, Vero Beach, Florida 32963, 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 no 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 one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Eugene T. Desposito Dir.

536 Greytwig Road Vero Beach, Florida 32963

ARTICLE VII. INCORPORATOR

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

> Corporate Agents, Inc. 1201 Hays Street Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on January 24, 1996.

> Its Agent, Gail Shelby Incorporator

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 rogistered office of the corporation named above, and ng been designated as the Registered Agent in the and foregoing Articles, is familiar with and so the obligations of the position of Registered under Section 607.0505, Florida Statutes.

Its Agent, Gail Shelby
Authorized/Service Representative

Corporation Service Company

P96000007682

Voro Enterprises, Inc. 536 Greytwig Road Voro Beach, Florida 32963 Phone (407) 231 - 8401 Fax (407) 231 - 8403

Fobruary 28, 1996

Fiorida Department of State Division of Corporations Amendment Section P.O. Box 6327 Tallahassee, Fiorida 32314

Gentlemen:

Please find enclosed herewith, the completed form 300 to amond the name of Vero Enterprises, Inc. to SWEET FANTASIES, INC.

Also, please find attached herewith, my check in the amount of Eighty-seven Dollars and fifty cents (\$87.50) to cover the cost of the filing fee and Certified copies of the amendment.

Thank you.

Sincerely.

Vero Enterprises, Inc.

Eugene T. Desposito, President

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

VERO ENTERPRISES, INC. (present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article 1. Name -- The Corporation name is amended to SWEET FANTASIES, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

HIRD:	The	date of each amendment's adoption: Fobruary 22, 1996
		Soption of Amendment(s) (CHECK ONE)
C] 	The amendment(s) was/were approved by the shareholders. The number of votes cast for the unendment(s) was/were sufficient for approval.
C		The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
		"The number of votes cast for the amendment(s) was/were sufficient
		for approval by
Ø	ak i	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
כ	. c	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Sign	ed this day 28 of February , 19 96
Signature	e	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
		(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
		OR
		(By a director if adopted by the directors)
		OR
		(By an incorporator if adopted by the incorporators)
		Eugene T. Desposito
		Typed or printed name
		President - Director
		Title

Swi	KET FANTASIES, INC. 1316 20th Street 10 Beach, FL 32960		
City/State	/Zip Phone #	Office Use Only	
○ ORPORATION	NAME(S) & DOCUMENT NUM	BER(S), (if known):	
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NEW FILINGS	AMENDMENTS		či ^{rs} im
Profit	Amendment	New York	
NonProfit	Resignation of R.A., Officer/ Dire	ctor	9-0-
Limited Liability	Change of Registered Agent		
Domestication	Dissolution/Withdrawal		
Other	Merger		
OTHER FILINGS	REGISTRATION/ QUALIFICATION		
Annual Report	Foreign		
Fictitious Name	Limited Partnership		
Name Reservation	Reinstatement		
	Trademark	- PRI JUN 1 3 10	JOK
	Other	, T	

Examiner's Initials

Florida Department of State, Sandra B. Mortham, 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 64.08.000, 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: 5WEET FANTASIES. INC. 1b. The mailing address of the corporation is: 1816 - 20 1 STREET YER.O BEACH, FLORIDA 1c. Date of incorporation: Tan 24, 1996 Document number: P96 000007682 The name and address of the current registered agent and office: CORPORATION SERVICE CO. 1201 HAYS STREET TALLAHASSEE FL. 32301 3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable) EUGENE T. DESPOSITO 1316-203 85 YERO BEACH FL. 32960 The street address of its registered office and the street address of the business office of the 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 of an officer, charman or EUGENE T. DESPOSIA (Printed or typed name and title) Having been named as registered agent and to accept service of process for the above stated corporation, I herebyaccept 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 of Registered Agent) If signing on behalf of an entity:

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

FILING FEE: \$35.00

(Typed or Printed Name)

CR2E045(11/94)