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OCALA, FLORIDA 34470-8348

BRIAN D. LAMBERT*
SUZANNE M. HIMES
*BOARD CERTIFIED
CIVIL TRIAL LAWYER

FILED

96 FEB 23 AM 8:57

MAILING ADDRESS:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (904) 671-1000
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February 22 1996

Department of State
Division of Corporations
Post Office box 6327
Tallahassee, Florida 32314

Re: CANDI BAR CORP.

800001722728
-02/23/96--01063--016
*****70.00 *****70.00

Gentlemen:

I am enclosing the following list of documents:

1. The original and a copy of the Articles of Incorporation for CANDI BAR CORP. I do not require a certified copy.

2. Registered Agent form showing BRIAN D. LAMBERT, Esquire has accepted the fiduciary responsibility as Registered Agent of the Corporation.

3. Our general account check in the amount of \$70.00.

The enclosed check represents the \$35.00 filing fee for the Articles of Incorporation and \$35.00 for the Registered Agent fee.

I would appreciate it if you would return the copy of the Articles of Incorporation to me with a Certificate of Incorporation for the corporation.

Sincerely,


Brian D. Lambert

BDL:jc

2-27-96
JK

ARTICLES OF INCORPORATION
OF
CANDI BAR CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation.

ARTICLE I

Name

The name of the corporation shall be CANDI BAR CORP.

ARTICLE II

Principal Office

The principal place of business of this corporation shall be located at 3140 N.E. 45th Street, Ocala, Florida 34479. The mailing address of this corporation shall be 3140 N.E. 45th Street, Ocala, Florida 34479.

ARTICLE III

Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500.

ARTICLE IV

Initial Registered Agent and Street Address

The name and street address of the initial registered agent is BRIAN D. LAMBERT, Esquire, 500 N.E. Eighth Avenue, Ocala, Marion County, Florida 34470.

ARTICLE V

Name and Street Address of Incorporators

The name and street address of the incorporator to these Articles of Incorporation is LISA SHAFER, 3140 N.E. 45th Street, Ocala, Marion County, Florida 34479.

ARTICLE VI

The initial Board of Directors shall consist of one member, LISA SHAFER. A Director need not be a shareholder of the corporation or a resident of the State of Florida.

ARTICLE VII

Incorporators

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


1. LISA SHAFER, 3140 N.E. 45th Street, Ocala, Florida 34479.

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

The undersigned incorporator has executed these Articles of Incorporation this 25th day of February, 1996.



Lisa Shafer, Incorporator

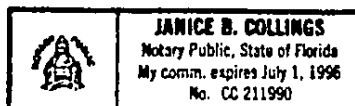
STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared LISA SHAFER, who is personally known by me, and acknowledged to me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 25th day of February, 1996.


Notary Public, State of Florida
at Large
My commission expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

PURSUANT to the provisions of Section 607.0501, ~~Florida~~
~~Statutes~~, the undersigned corporation, organized under the law of
the State of Florida, and submits the following statement
designating the Registered Office/Registered Agent, in the State of
Florida.

1. The name of the corporation is **CANDI BAR CORP.**
2. The name and address of the registered agent and office is
**BRIAN D. LAMBERT, 500 N.E. Eighth Avenue, Ocala, Marion County,
Florida 34470.**

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 RELATING TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Brian D. Lambert

Date: February 21, 1996.