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CHARTERED LAW OFFICE
OF
JAMES V. DOLAN

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March 21, 1996

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-03/25/96--01058--007
****122.50 ****122.50

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

Re: Sugar Inspirations by Mercedes, Inc.
Our File No.: 96-782

Gentlemen:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above referenced corporation. We are also enclosing our check for \$122.50 made payable to the Department of State. Would you kindly file same and return certified copy in the envelope provided.

Thanking you in advance for your assistance, I remain

Very truly yours,


JAMES V. DOLAN

JVD:mf

Enclosures

FILED
96 MAR 25 PM 4:09
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

AL APR 1 1996

ARTICLES OF INCORPORATION
OF
SUGAR INSPIRATIONS BY MERCEDES, INC.

FILED
96 MAR 25 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby associate myself in the formation of a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this corporation shall be:

SUGAR INSPIRATIONS BY MERCEDES, INC.

ARTICLE II
NATURE OF CORPORATE BUSINESS

This corporation, through its officers and employees, shall be authorized to engage in every aspect and phase of the business of the art of sugar design by teaching classes, selling tools and material to be used and conduct all activities in support of said design business and to engage in any other lawful business associated with the art of sugar design.

ARTICLE III
CAPITAL STOCK

This corporation shall be authorized to have a maximum of one hundred (100) shares of stock outstanding at any one time. The shares of stock authorized shall be common stock having a par value of Ten Dollars (\$10.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

ARTICLE V
TERMS OF EXISTENCE

The corporation shall have a perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

ARTICLE VI
POST OFFICE ADDRESS

The initial post office address of this corporation shall be:

SUGAR INSPIRATIONS BY MERCEDES, INC.
300 Celtic Court
Oviedo, Florida 32765

The principal office of the corporation shall be in Seminole County, Florida. The Board of Directors may vote from time to time to move the post office address and principal office to any other address in the State of Florida.

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have no less than three (3) director. The number of directors may be altered from time to time by by-laws adopted by the stockholders.

ARTICLE VIII
INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

MERCEDES STRACHWSKY
300 Celtic Court
Oviedo, Florida 32765

LYNN WILLIAMS
1925 Ayrshier Place
Oviedo, Florida 32765

DAVID WILLIAMS
1925 Ayrshier Place
Oviedo, Florida 32765

ALEX STRACHWSKY
300 Celtic Court
Oviedo, Florida 32765

The members of the first Board of Directors shall hold office until the first annual meeting of the stockholders of this corporation.

ARTICLE IX
SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock and the value of the consideration to be paid therefor are as follows:

<u>Subscriber</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
MERCEDES STRACHWSKY	300 Celtic Court Oviedo, FL 32765	10	\$100.00
LYNN WILLIAMS	1925 Ayrshier Place Oviedo, FL 32765	10	\$100.00
DAVID WILLIAMS	1925 Ayrshier Place Oviedo, FL 32765	10	\$100.00
ALEX STRACHWSKY	300 Celtic Court Oviedo, FL 32765	10	\$100.00

**ARTICLE X
AMENDMENT**

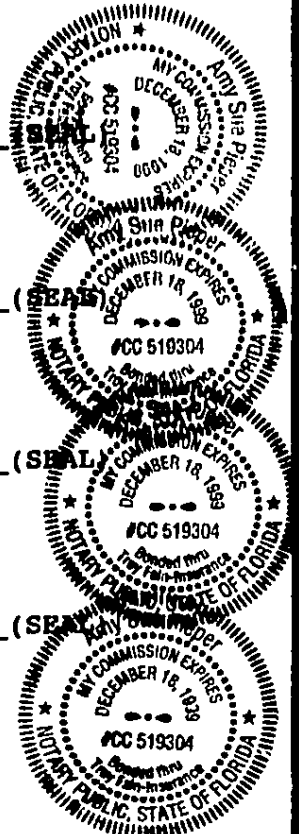
These articles of Incorporation may be amended in the manner provided in Section 608.18, Florida Statutes, or any successor provision in said Statutes. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon. However, in lieu of the above-described procedure, an amendment may be made by a written instrument signed by all of the directors and stockholders of the corporation.

Mercedes Strachwsky
MERCEDES STRACHWSKY

Lynn Williams
LYNN WILLIAMS

David Williams
DAVID WILLIAMS

Alex Strachwsky
ALEX STRACHWSKY



STATE OF FLORIDA)
) ss
COUNTY OF SEMINOLE)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MERCEDES STRACHWSKY, LYNN WILLIAMS, DAVIS WILLIAMS, and ALEX STRACHWSKY to me known to be the persons described as subscribers in the foregoing Articles of Incorporation and they acknowledged before me that they subscribed to and executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 15 day of March, 1996.

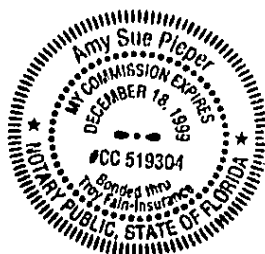
Amy Sue Pieper
Notary Public
State of Florida at Large

My commission expires:

Dec. 18th, 1999

Produced FL Drivers License

5362-557-49-5080
W452-525-42-7030
W452-175411210
5362000472030



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON WHICH SERVICE MAY BE SERVED**

FILED

96 MAR 25 PM 4:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes,

following is submitted:

First that SUGAR INSPIRATIONS BY MERCEDES, INC. desiring to organize or qualify under the laws of the State of Florida, has named LYNN WILLIAMS whose address is 1925 Ayrshier Place, Oviedo, FL 32765 as its agent to accept service of process within Florida.

DATED this 15 day of March, 1996.


LYNN WILLIAMS

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 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 obligations of my position as registered agent.

DATED this 15 day of March, 1996.


LYNN WILLIAMS