

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-1070  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

*PH 5/9/96*

| REQUEST | TAKEN              | CONFIRMED | APPROVED     |
|---------|--------------------|-----------|--------------|
| DATE    |                    |           |              |
| TIME    | <i>5/9</i>         |           | CK No. _____ |
| BY      | <i>[Signature]</i> |           |              |

WALK-IN *5/9* *12:00*  
 Will Pick Up

RE: *INVOICE FOR FILING*  
 96 MAY -9 PM 1:02

TALEAHASSEE, FL 32301

|                             |  |
|-----------------------------|--|
| Capital Express™            |  |
| Art. of Inc. File           |  |
| Corp. Record Search         |  |
| Ltd. Partnership File       |  |
| Foreign Corp. File          |  |
| ( ) Cert. Copy(n)           |  |
| Art. of Amend. File         |  |
| Dissolution/Withdrawal      |  |
| C U B.                      |  |
| Fictitious Name File        |  |
| Name Reservation            |  |
| Annual Report/Reinstatement |  |
| Reg. Agent Service          |  |
| Document Filing             |  |
| Corporate Kit               |  |
| Vehicle Search              |  |
| Driving Record              |  |
| Document Retrieval          |  |
| UCC 1 or 3 File             |  |
| UCC 11 Search               |  |
| UCC 11 Retrieval            |  |
| File No.'s, Copies          |  |
| Courier Service             |  |
| Shipping/Handling           |  |
| Phone ( )                   |  |
| Top Priority                |  |
| Express Mail Prop.          |  |
| FAX ( ) pgs.                |  |

## SUBTOTALS

|                                |    |
|--------------------------------|----|
| FEE.....                       | \$ |
| DISBURSED.....                 | \$ |
| SURCHARGE.....                 | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL.....                  | \$ |
| PREPAID.....                   | \$ |
| BALANCE DUE.....               | \$ |

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

RECEIVED  
 96 MAY -9 AM 10:35  
 DIVISION OF CORPORATION

THANK YOU  
 from  
 Your Capital Connection

FILED  
96 MAY -9 PM 1:02  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MARZIPANS, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of this corporation is MARZIPANS, INC.

ARTICLE II - DURATION

The existence of this corporation shall commence with the filing of these Articles. The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose is to engage in any and all business activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares all of one class, at \$1.00 par value common stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.

The name and address of the initial registered agent and office of this corporation are as follows:

Deborah Shenkman  
5800 Gulf Blvd.  
St. Petersburg Beach, Florida 33706

The initial street address of the principal office of the corporation in the State of Florida will be:

5800 Gulf Blvd.  
St. Petersburg Beach, Florida 33706

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

The name and address of the initial director of this corporation is:

Deborah Shenkman  
5800 Gulf Blvd.  
St. Petersburg Beach, Florida 33706

ARTICLE VII - INCORPORATORS

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

Deborah Shenkman  
5800 Gulf Blvd.  
St. Petersburg Beach, Florida 33706

ARTICLE VIII - OFFICERS

|                  |                |
|------------------|----------------|
| Denise Harris    | President      |
| Deborah Shenkman | Vice-President |
| Denise Harris    | Secretary      |
| Deborah Shenkman | Treasurer      |

IN WITNESS WHEREOF, I have subscribed my name this 7<sup>th</sup> day of May, 1996.


  
Deborah Shenkman

STATE OF FLORIDA  
COUNTY OF COLLIER

On this 7<sup>th</sup> day of May, 1996, before me, the undersigned officer, a Notary Public, personally appeared Deborah Shenkman, who is personally known to me to be the person whose name is subscribed to the within instrument and she acknowledged that she executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I hereby set my hand and official seal.



  
Notary Public  
Romelle Goolsby  
(Print Notary Name)  
My commission expires:

FILED  
25 MAY -9 PM 1:02  
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the below named corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the corporation is Marzipans, Inc.
2. The name of the registered agent is:  
Deborah Shenkman
3. The address of the registered agent is:  
5800 Gulf Blvd.  
St. Petersburg Beach, FL 33706

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Date:

5/7/96

  
Deborah Shenkman

LEONARD PERINA, P.A.  
ATTORNEY AT LAW

P96000039941

June 21, 1996

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

100001875241  
-06/25/96--01114--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Amendment  
Murzipans, Inc.

Dear Sir:

Enclosed please find the Articles of Amendment on the above referenced corporation along with our check in the amount of \$35.00.

Please record this amendment and return it to our office in the enclosed self-addressed stamped envelope.

Thank you for your cooperation.

Sincerely,

*Sarah S. Rees*  
Sarah S. Rees

/ssr  
Enclosures

APPROVED  
JUN 21 1996  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

P96000039941  
6-24-96  
Amend

ARTICLES OF AMENDMENT

MARZIPANS, INC.

The following provisions of the Articles of Incorporation of Marzipans, Inc., a Florida Corporation, filed in Tallahassee, Florida on May 9, 1996, be and they hereby are amended in the following particulars:

The Officers and Directors listed in Article VIII, entitled "OFFICERS" shall be and are hereby amended to read as follows:

OFFICERS

PRESIDENT  
VICE-PRESIDENT  
TREASURER  
SECRETARY

Deborah Shenkman  
Denise Harris  
Deborah Shenkman  
Denise Harris

The foregoing amendment was adopted by unanimous consent of the Stockholders and Directors of the Corporation on the 3rd day of June, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 3rd day of June, 1996.

MARZIPANS, INC.

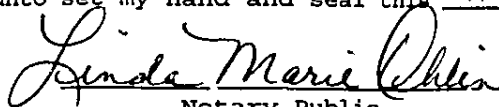
By: 

Deborah Shenkman  
President and Treasurer

STATE OF FLORIDA  
COUNTY OF Pinellas:

BEFORE ME, the undersigned authority, personally appeared Deborah Shenkman, known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11 day of June, 1996.

  
Notary Public

My commission expires:

