

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 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 \$ _____

RECEIVED
 96 NOV 22 AM 9:47
 DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED
 DATE 11-22-96 _____
 TIME 9:30 _____ CK No. _____
 BY CD _____

WALK-IN
 Will Pick Up _____

RE: Z's Candy BAR, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
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		
Counter 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.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
Z's CANDY BAR, INC.

FILED
96 NOV 22 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Z's CANDY BAR, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock having ONE DOLLAR (\$1.00) par value, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued

as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street (mailing) address of the initial principal and registered office of this corporation shall be: 8686 Vesta Terrace, Orlando, Florida 32825.

The name of the initial registered agent of this corporation at that address shall be: WALTER ZUMAETA

ARTICLE VI - INITIAL OFFICER(S)

The name(s) and street address(es) of the initial officer(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (his/their) successor(s) (is/are) elected or appointed and have qualified, (is/are):

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
WALTER ZUMAETA	8686 Vesta Terrace Orlando, Florida 32825	President Vice President Secretary\Treas.

ARTICLE VII - INITIAL DIRECTOR(S)

This corporation shall consists of a minimum of one (1), and a maximum of ten (10) directors initially. The number of directors may be either increased or decreased from time to time by the By-laws but shall never be less than one (1). The name(s) and street

address(es) of the initial director(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (his/their) successor(s) (is/are) elected or

appointed and have qualified, (is/are):

Name
WALTER ZUMAETA

Street Address
8686 Vesta Terrace
Orlando, Florida 32825

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the incorporators to these Articles of Incorporation:

Name
WALTER ZUMAETA

Street Address
8686 Vesta Terrace
Orlando, Florida 32825

ARTICLE IX - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal by-laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such by-laws.

ARTICLE X - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase

his pro rata or any other share of such stock at the same price at which it is offered to others.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, The parties have hereunto set their hand and seal this 21st day of November, 1996.

Walter Zumaeta (SEAL)
Walter Zumaeta

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED

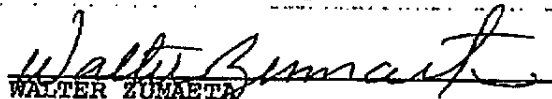
FILED
96 NOV 22 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

THAT, Z's CANDY BAR, INC., desiring to organize under the laws
of the State of Florida, with its principal office as indicated in
the Articles of Incorporation in the City of Maitland, County of
Seminole, State of Florida, has named its Registered Agent, WALTER
ZUMAETA, 8686 Vesta Terrace, Orlando, Florida, 32825, to accept
service of process within this State.

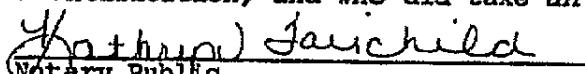
ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate,
I hereby accept to act in this capacity and agree to comply with
the provisions of said Act relative to keeping open said office.


WALTER ZUMAETA
8686 Vesta Terrace
Orlando, Florida 32825

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st
day of November, 1996, by WALTER ZUMAETA who produced his Florida
driver's license as identification, and who did take an oath.


Notary Public
My commission expires:



KATHRYN FAIRCHILD
My Commission CC442246
Expires Feb. 28, 1999
Bonded by HAI
800-422-1655