

P970000 32202



ACCOUNT NO. : 072100000032

REFERENCE : 324261 82767A

AUTHORIZATION :

COST LIMIT : \$ ~~122.50~~ PPD

ORDER DATE : April 9, 1997

ORDER TIME : 10:0 AM

ORDER NO. : 324261-005

CUSTOMER NO: 82767A

CUSTOMER: Ms. Fredda Fierro
PAUL M. BLOOMGARDEN, PA

Suite 100a
8551 W. Sunrise Boulevard
Ft. Lauderdale, FL 33322

000002138100--9
-04/09/97--01094--007
****122.50 ****122.50

DOMESTIC FILING

NAME: MATOK CHOCOLATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

FILED
97 APR -9 PM 1:36
TALLAHASSEE, FLORIDA
RECEIVED
97 APR -9 PM 12:16
DIVISION OF CORPORATION

: LBN APR - 9 1997

ARTICLES OF INCORPORATION
OF
MATOK CHOCOLATES, INC.

FILED
97 APR -9 PM 1:36
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is MATOK CHOCOLATES, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon filing of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes:

A. To manufacture candies and confectionery and to sell and dispose of those products, and to purchase any and all raw materials necessary and convenient to the manufacture of those products; and to acquire, hold, and dispose of lands, buildings, and personal property as may be proper or convenient for the carrying on of the business.

B. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One (\$1.00) Dollar par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Pine Island Commons, Suite 100A, 8551 West Sunrise Boulevard, Fort Lauderdale, Florida 33322 and the name of the

initial registered agent of this corporation at that address is Paul M. Bloomgarden.

ARTICLE VII - INITIAL MAILING ADDRESS

The initial mailing address of this corporation is:

8521 Casa Del Lago
Boca Raton, FL 33433

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

Sophie D. Cowan
8521 Casa Del Lago
Boca Raton, FL 33433

ARTICLE IX - INCORPORATOR

The name and address of the incorporator signing these Articles is:

Fredda Fierro
8551 W. Sunrise Blvd., #100A
Ft. Lauderdale, FL 33322

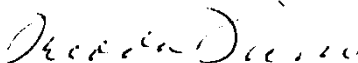
ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders are subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 8th day of April, 1997.



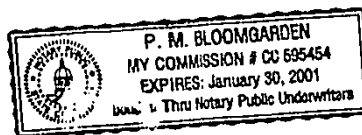
FREDDA FIERRO, Incorporator

STATE OF FLORIDA)
 ss
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 8th day of April, 1997 by FREDDA FIERRO who is personally known to me or who has produced her Florida drivers license as identification and who did take an oath.



Notary Public



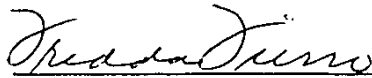
DESIGNATION OF REGISTERED AGENT

FOR

MATOK CHOCOLATES, INC.

In compliance with Section 48.091, Florida Statutes, MATOK CHOCOLATES, INC. desiring to organize and qualify under the laws of the State of Florida, hereby names Paul M. Bloomgarden located at Pine Island Commons, Suite 100A, 8551 W. Sunrise Boulevard, Ft. Lauderdale, Florida 33322 as its agent to accept service of process within Florida.

DATED: April 8, 1997



FREDDA FIERRO, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: April 8, 1997



PAUL M. BLOOMGARDEN, Registered Agent

FILED
97 APR -9 PM 1:36
TALLAHASSEE, FLORIDA