

P970000032803



ACCOUNT NO. : 072100000032

REFERENCE : 327174 7127335

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizots*

ORDER DATE : April 10, 1997

ORDER TIME : 4:38 PM

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ORDER NO. : 327174-005

CUSTOMER NO: 7127335

CUSTOMER: Ms. Laura A. Varney  
MS. LAURA A. VARNEY

Unit 1404  
17256 Boca Club Boulevard  
Boca Raton, FL 33487

DOMESTIC FILING

NAME: NICOLE CHOCOLATIER IMPORTS,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED  
97 APR 11 AM 9:51  
DIVISION OF CORPORATION

RECEIVED  
97 APR 11 AM 8:40  
DIVISION OF CORPORATION

94 APR 11 1997

ARTICLES OF INCORPORATION  
OF  
NICOLE CHOCOLATIER IMPORTS, INC.

FILED  
97 MAR 11 AM 8:52  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Nicole Chocolatier Imports, Inc.

ARTICLE I  
NAME

The name of the corporation shall be: **Nicole Chocolatier Imports, Inc.**

ARTICLE II  
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 501 East Camino Real, Boca Raton, Florida 33432. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III  
PURPOSE

To engage in any business and other activities permitted under the laws of the United States and Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

#### ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

#### ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Roger Josephs, and the street address of the initial registered agent of this corporation is 501 East Camino Real, Boca Raton, Florida 33432.

#### ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1). The names and addresses of the initial directors of this corporation are:

Roger Josephs  
501 East Camino Real  
Boca Raton, Florida 33432

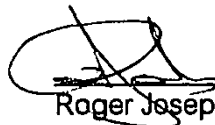
#### ARTICLE VIII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX  
INCORPORATOR

The name and street address of the person signing these Articles is Roger Josephs, 501 East Camino Real, Boca Raton, Florida 33432.

The undersigned has executed these Articles of Incorporation this 4th day of April, 1997.

  
\_\_\_\_\_  
Roger Josephs, Incorporator

STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Roger Josephs, known to me to be the person who executed the foregoing Articles of Incorporation, or who produced \_\_\_\_\_ as identification, and who did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on this 4th day of April 1997.

My Commission Expires:

  
\_\_\_\_\_  
Notary Public  
Laura A. Varney  
State of Florida at Large



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **Nicole Chocolatier Imports, Inc.**

2. The name and address of the registered agent and office is: 501 East Camino Real, Boca Raton, 33432.

  
Roger Josephs

Dated: April 9th, 1997.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED CORPORATION HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED CORPORATION FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

Dated: April 9th, 1997

Registered Agent:

  
Roger Josephs, Registered Agent

FILED  
APR 11 1997  
Boca Raton, FL

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FILED