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WAYNE E. DURFEE
8936 NORTH MILITARY TRAIL
PALM BEACH GARDENS, FL 33410

VIA EXPRESS MAIL

April 14, 1997

Secretary of State
Division of Corporations
Tallahassee, FL 32314

ATTENTION: New Filing Section

Re: GOODY'S FUDGE FACTORY
Articles of Incorporation

500002144085--9
-04/15/97--01038--012
*****70.00 *****70.00

Dear Sir or Madam:

In reference to the above-captioned matter, enclosed find the following:

1. Original and one copy of Articles of Incorporation, incorporating GOODY'S FUDGE FACTORY in the State of Florida;
2. Original Certificate Designating Place of Business, etc.;
3. Original Acceptance as Resident Agent;
4. Check in the amount of \$70.00 payable to your order.
5. Prepared overnight Express Mail envelope for return to your undersigned.

I look forward to receipt of your acknowledgement of same, along with the stamped Articles of Incorporation, at your earliest possible convenience.

Should you require any additional information, please do not hesitate to contact me.

Very truly yours,

Wayne E. Durfee/s
WAYNE E. DURFEE

Enclosures

Joe 4/16

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ARTICLES OF INCORPORATION
OF
GOODY'S FUDGE FACTORY, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of this Corporation is GOODY'S FUDGE FACTORY, INC.

ARTICLE TWO

The Corporation is to have perpetual existence.

ARTICLE THREE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

4.01 The aggregate number of shares which the Corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

4.02 The minimum amount of paid-in capital with which the corporation shall begin business shall not be less than Five Hundred and No/100 (\$500.00) Dollars.

ARTICLE FIVE

5.01 The street address of the initial corporate office of the Corporation is 8936 North Military Trail, Palm Beach Gardens, FL 33410.

5.02 The name and address of the initial Resident Agent for this Corporation to accept service of process within the State of Florida is WAYNE E. DURFEE, 8936 North Military Trail, Palm Beach Gardens, FL 33410.

ARTICLE SIX

The name and address of the incorporator of this Corporation is WAYNE E. DURFEE, 8936 North Military Trail, Palm Beach Gardens, FL 33410.

ARTICLE SEVEN

7.01 Two directors shall constitute the initial Board of Directors of the Corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized bylaw.

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

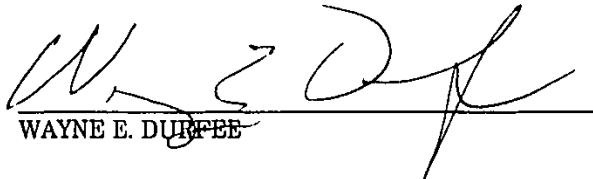
<u>Name</u>	<u>Address</u>
Wayne E. Durfee 8936 North Military Trail Palm Beach Gardens, FL 33410	Wayne R. Minnick 8936 North Military Trail Palm Beach Gardens, FL 33410

ARTICLE EIGHT

Nothing in these Articles of Incorporation shall be taken to limit the power of this Corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of incorporation this 14 day of April, 1997. Pursuant to Florida Statute Section 607.167(1), these Articles shall be effective on the date of subscription and acknowledgement hereto.

INCORPORATOR:


WAYNE E. DURFEE

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

BEFORE ME, the undersigned authority, personally appeared WAYNE E. DURFEE, known to me to be the person described in and who subscribed the above and foregoing Articles of Incorporation; and who acknowledged that he made and subscribed the same for the purposes and uses set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the above-named County and State this 14 day of April, 1997.


NOTARY PUBLIC - STATE OF FLORIDA

[NOTARIAL SEAL]

My Commission Expires:

- ^N -



SUSAN A GAMMINO
My Commission CC525582
Expires Jan. 18, 2000

STATE OF FLORIDA
DEPARTMENT OF STATE

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DIVISION OF CORPORATIONS
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Certificate Designating Place of Business or Domicile for the Service of Process Within this State,
Naming Agent Upon Whom Process May be Served

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

GOODY'S FUDGE FACTORY, INC., is a corporation organized under the laws of the State of Florida, with its principal office at 8936 North Military Trail, Palm Beach Gardens, FL 33410 in the County of Palm Beach, State of Florida, has named WAYNE E. DURFEE, 8936 North Military Trail, Palm Beach Gardens, FL 33410, its agent to accept service of process within this State.

OFFICERS

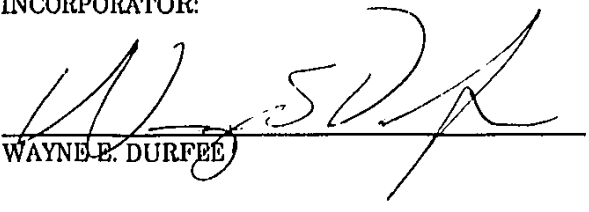
<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
WAYNE E. DURFEE	President	8936 North Military Trail Palm Beach Gardens, FL 33410
WAYNE MINNICK	Vice-President	8936 North Military Trail Palm Beach Gardens, FL 33410
WAYNE E. DURFEE	Secretary	8936 North Military Trail Palm Beach Gardens, FL 33410
WAYNE MINNICK	Treasurer	8936 North Military Trail Palm Beach Gardens, FL 33410

DIRECTORS

WAYNE E. DURFEE
8936 North Military Trail
Palm Beach Gardens, FL 33410

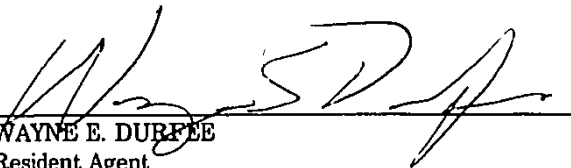
WAYNE R. MINNICK
8936 North Military Trail
Palm Beach Gardens, FL 33410

INCORPORATOR:


WAYNE E. DURFEE

ACCEPTANCE:

I AGREE as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said Corporation authorized to accept service of process at the Florida designated address) in some conspicuous place in office as required by law.



WAYNE E. DURFEE
Resident Agent