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FILED
97 JUN -9 AM 10: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

RE: COCOWORLD CHOCOLATES, INC.

200002205712--7
-06/09/97--01076--005
****122.50 ****122.50

Gentlemen:

Enclosed please find the Articles of Incorporation for the aforementioned new corporation. Enclosed please find my check in the amount of \$122.50, for the filing fee, certified copy fee, registered agent fee and charter tax.

Should any of this be lacking in order to comply with the laws of the State of Florida, please do not hesitate to contact me.

Very truly yours,

Herbert Garfinkle (HERBERT GARFINKLE)

PRESIDENT
Title

/rc1

Enclosures

Herbert Garfinkle
8900 SW 117 Avenue
Suite B-201
Miami, Florida 33186

RECEIVED JUN 10 1997

ARTICLES OF INCORPORATION
OF
COCOWORLD CHOCOLATES, INC.

ARTICLE I - NAME

The name of this Corporation is CocoWorld Chocolates, Inc., the mailing address is 8900 SW 117 Avenue, Suite B-201, Miami, Florida 33186.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of conducting any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of stock \$1.00 par value, which said shares shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 8900 SW 117 Avenue, Suite B-201, Miami, Florida 33186. The name of the initial Registered Agent of this Corporation is Herbert Garfinkle.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office is 8900 SW 117 Avenue, Suite B-201, Miami, Florida 33186. The name of the principal officer is Herbert Garfinkle.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) initial directors. The number of directors may increase from time to time by the By-Laws but shall never be less than two (2). The name and address of the initial directors of this Corporation are:

Herbert Garfinkle
8900 SW 117 Avenue, Suite B-201
Miami, Florida 33186

Sean Zawyer
8900 SW 117 Avenue, Suite B-201
Miami, Florida 33186

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ARTICLE VIII - INCORPORATION

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

Herbert Garfinkle
8900 SW 117 Avenue, Suite B-201
Miami, Florida 33186

ARTICLE IX

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of June, 1997.

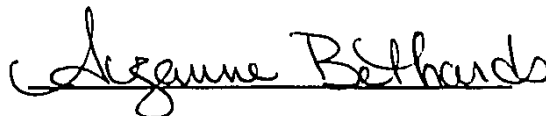

HERBERT GARFINKLE

STATE OF FLORIDA

COUNTY OF Dade

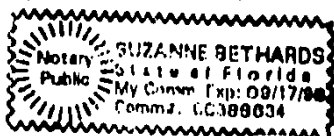
Before me, the undersigned authority, personally appeared HERBERT GARFINKLE to me well known and known to me to be the person described in and who acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 5 day of June, 1997.



Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments hereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

5 IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of June, 1997.

Herb Garfinkle
HERBERT GARFINKLE

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STATE DEPT OF STATE
TALLAHASSEE, FLORIDA