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**LAW OFFICES OF
POSESS & WALSER, P.A.**

7015 BERACASA WAY, SUITE 201
(CORNER OF PALMETTO PARK & POWERLINE RDS.)
BOCA RATON, FLORIDA 33433
(561) 392-4100
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 25 AM 10:33

REAL ESTATE DEPARTMENT
CHARLES F. POSESS
DOUGLAS R. NEU
GISELE E. ASMAR
BRENDA COX

TAX & ESTATE PLANNING DEPARTMENT
THOMAS C. WALSER
LL.M-Estate Planning
CARYN J. CLAYMAN

June 24, 1997

File No. Corp

Bureau of Corporate Records
State of Florida
409 East Gaines Street
Tallahassee, Florida 32301

800002222548--8
-06/25/97-01063-004
****122.50 ****122.50

RE: Incorporation of SUCCESS CHOCOLATIER, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above referenced proposed Florida corporation.

Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$70.00
Certified Copy	\$30.00
Registered Agent Designation	\$22.50
Total	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible in the enclosed UPS courier package.

Thank you for your anticipated cooperation.

Very truly yours,

Charles F. Possess
Charles F. Possess *mmw*

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CFP/mmww
Enclosures

D. BROWN JUN 26 1997

ARTICLES OF INCORPORATION
OF
SUCCESS CHOCOLATIER, INC.

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ARTICLE I. NAME

The name of the corporation is SUCCESS CHOCOLATIER, INC.

ARTICLE II. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue three hundred (300) shares of One Dollar (\$1.00) par value common stock which shall be designated as common stock.

ARTICLE IV. VOTING RIGHTS

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

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5030 Champion Boulevard, Suite D10, Boca Raton, Florida 33496 and the name of the initial registered agent of this corporation at that address is ROY CAMHI.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) 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 (1) director. The name and address of the initial director(s) of this corporation is:

ROY CAMHI
5030 Champion Boulevard
Suite D10
Boca Raton, Florida 33496

Yael CAMHI
5030 Champion Boulevard
Suite D10
Boca Raton, Florida 33496

ARTICLE VII. INCORPORATOR

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

ROY CAMHI
5030 Champion Boulevard
Suite D10
Boca Raton, Florida 33496

ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation will be 5030 Champion Boulevard, Suite D10, Boca Raton, Florida 33496. The mailing address of the corporation shall be 5030 Champion Boulevard, Suite D10, Boca Raton, Florida 33496.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the share holders.

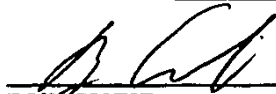
ARTICLE X. INDEMNIFICATION

The 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 to them, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on June 16, 1997.



ROY CAMHI

STATE OF NEW YORK
COUNTY OF SUFFOLK

The foregoing instrument was acknowledged before me this 16 day of June, 1997 by ROY CAMHI as Incorporator of SUCCESS CHOCOLATIER, INC., a Florida corporation to be formed, on behalf of the corporation. He/~~she~~ is personally known to me or has produced ADIVERS LICENSE (type of identification) as identification and did not take an oath.



Notary Public, State of New York
Name: LINDA NEWMAN

My commission expires:

5/31/98

LINDA NEWMAN
Notary Public, State of New York
No. 62-8133916
Qualified in Suffolk County
Commission Expires May 31, 1998

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT WHOM
PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with this Statute:

That SUCCESS CHOCOLATIER, INC., desiring to organize under the laws of the State of Florida as indicated in the Articles of Incorporation, has named ROY CAMHI located at Boca Raton, Florida, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above-named 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 this office.



ROY CAMHI
Registered Agent