

P97 000084005

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

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-03/27/98--01110--005
*****35.00 *****35.00

SUBJECT: Amend ProFit Corp. of Caribbean Candy Distributor, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

| | | | |
|--------------------|--------------------------|-----------------------------|--|
| \$25.00 | \$75.00 | \$122.50 | \$131.25 |
| Filing Fee | Filing Fee & Certificate | Filing Fee & Certified Copy | Filing Fee, Certified Copy & Certificate |

FROM:

JUNIOR ACEVEDO
ACCOUNTING & TAX CONSULTANT
195 JALAPA DR.
KISSIMMEE FL. 34743
(407) 348-4159

FILED
98 OCT -8 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
TLLA OCT 12 1998

ACE ACCOUNTING & TAX CONSULTANT

195 JALAPA DR. KISSIMMEE, FL 34743 TEL.(407) 348-4159 FAX.(407) 348-9772

October 7,1998

Florida Department of State
ATTN: Ms. Thelma Lewis
Corporate Specialist Supervisor
P.O. Box 6327
Tallahassee FL. 32314

Dear Ms. Lewis:

According with our conversation, today October 6, 1998, by phone, enclose the Amendment request to the Articles of the Incorporation of the "CARIBBEAN CANDY DISTRIBUTOR, INC. with the changes already discuss with you today.

I hope with this changes you can proceeds with the Amendment to the Corporation above, as soon as possible. The reason for that is because the Florida Department of Revenue still waiting for the changes in order to give us the Use & Sale tax number.

I really appreciate your help in this matter. For any question regarding to my client, please contact me at my office.

Sincerely yours


Junior Acevedo



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 1, 1998

JUNIOR ACEVEDO
ACCOUNTING & TAX CONSULTANT
195 JALAPA DRIVE
KISSIMMEE, FL 34743

SUBJECT: CARIBBEAN CANDY DISTRIBUTOR, INC.
Ref. Number: P97000084005

We have received your document for CARIBBEAN CANDY DISTRIBUTOR, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

In the original articles of incorporation filed September 26, 1997, there was a comma between Distributor and Inc. In the amended articles of incorporation the comma is being deleted. If the comma should be inserted please correct your document.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

A post office box is not an acceptable address for the registered agent.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 098A00017385

**AMENDED
ARTICLE OF INCORPORATION
OF
CARIBBEAN CANDY DISTRIBUTOR, INC.**

The undersigned hereby files an Amended Article of Incorporation of Caribbean Candy Distributor, Inc. previously files on September 26, 1997 as follow:

ARTICLE I. NAME

The name of the Corporation shall be:
Caribbean Candy Distributor, Inc.

ARTICLE II. PRINCIPAL OFFICE

The Principal place of business and Mailing Address of the Corporation shall be:
14201 Colonial Grand Blvd.
Orlando FL 32837

III. SHARES

The Number of Shares of Stock that this Corporation is Authorized to have Outstanding at any one time is:
100 Shares

ARTICLE IV. REGISTERED AGENT AND STREET ADDRESS

The Name and Florida Street Address of the Registered Agent are:
Pablo F. Monclova
14201 Colonial Grand Blvd.
Orlando Florida FL 32837

ARTICLE V. INCORPORATOR

The Name and Address of the Incorporator to these Article of Incorporation are:
Pablo F. Monclova
14201 Colonial Grand Blvd.
Orlando FL 32837

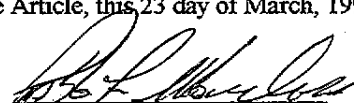
ARTICLE VI. OFFICERS AND DIRECTORS

The Name and Address of the Officers and Directors are:
Pablo F. Monclova President
14201 Colonial Grand Blvd.
Orlando FL 32837

Socorro Silva Secretary & Treasurer
14201 Colonial Grand Blvd.
Orlando FL 32837

In Witness Whereof, the undersigned Incorporator have executed these Article, this 23 day of March, 1998

Signature of Incorporator


Pablo F. Monclova

FILED
98 OCT -8 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**THE RESOLUTION OF THE INCORPORATOR TO AMENDMENT
CERTIFICATE OF INCORPORATION TO DESIGNATE
THE BOARD OF DIRECTORS**

RESOLVED, that the Certificate of Incorporation of the Caribbean Candy Distributor, Inc. be amended so as to designate the Board of Directors and the Secretary of the Corporation is hereby Authorized to file with the Secretary of State. The Amendment was adopted by Incorporators and that Shareholder action was not required.

March 23, 1998
Dated:


Pablo F. Monclova, Director