

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 NOV 17 PM 2:07

P97000097813

Lucy Lucy's merger
Subsidiary, Inc.

800002348298--9
-11/17/97--01003--024
***122.50 ***122.50

Signature _____

Requested by: Cher 11-17 956
Name Date Time

Walk-In _____ Will Pick Up _____

✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Name Reservation _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

RP
11-17-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 17, 1997

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: JUICY LUCY'S MERGER SUBSIDIARY, INC.
Ref. Number: W97000025906

We have received your document for JUICY LUCY'S MERGER SUBSIDIARY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of 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) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 997A00055026

**ARTICLES OF INCORPORATION
OF
JUICY LUCY'S MERGER SUBSIDIARY, INC.**

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ARTICLE I

Name and Duration

The name of the Corporation is JUICY LUCY'S MERGER SUBSIDIARY, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Department of State.

ARTICLE II

Principal Office

The street address of the initial principal office of the Corporation is 5029 NW 106 Way, Coral Springs, Florida 33076.

ARTICLE III

Registered Office and Agent

The street address of the initial registered office in the State of Florida is 417 E. Virginia Street, Suite 1, in the City of Tallahassee. The name of the initial registered agent at such address is Capital Connection, Inc.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000,000 shares of Common Stock ("Common Stock"), no par value.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Marisa B. Iasenza	500 Newport Center Drive, Suite 700 Newport Beach, California 92660

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and street address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Anthony G. Foster	5029 NW 106 Way Coral Springs, Florida 33076

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Newport Beach, Orange County, California, this 14th day of November, 1997.


MARISA B. IASENZA

REGISTERED AGENT CERTIFICATE

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In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That JUICY LUCY'S MERGER SUBSIDIARY, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Tallahassee, State of Florida, has named Capital Connection, Inc., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned is hereby familiar with and accepts the duties and responsibilities as registered agent for said Corporation, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with Section 607.0501 of the Florida 1989 Business Corporation Act.

CAPITAL CONNECTION, INC.

Dated: November 14, 1997

By: Cheri Lyn Boucher
Cheri Lyn Boucher, Client Rep.