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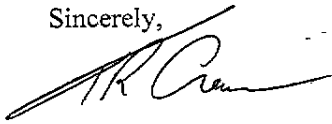
December 12, 1997

Florida Department of State  
Division of Corporations  
Domestic Filing Section  
P. O. Box 6327  
Tallahassee, FL 32314

Gentlemen:

Enclosed is our check for \$122.50 and our articles of incorporation. Please process them as soon as possible and send us a certified copy. Thank you.

Sincerely,



Thomas Randolph Crews  
c/o International Business Systems  
1987 Corporate Square Drive, Suite 145  
Longwood, FL 32750

(407) 339-1000  
TRCrews@compuserve.com

800002371978--6  
-12/15/97-01058-018  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE  
12-12-97

FILED  
97 DEC 15 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Q# 12-16-97

ARTICLES OF INCORPORATION  
OF  
OLDE WORLD CHOCOLATES, INC.

FILED  
97 DEC 15 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

EFFECTIVE DATE  
12-12-97

ARTICLE I - NAME

The name of this corporation is Olde World Chocolates, Inc.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each share having the par value of \$10.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is One Thousand (\$1,000.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have a perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be at 1987 Corporate Square Drive, Suite 145, Longwood, Florida 32750. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the Board of Directors who shall hold office until a successor or successors are elected and have qualified are:

T. Randolph Crews  
319 Oakwood Court  
Lake Mary, FL 32746

Shirley Anne Crews  
319 Oakwood Court  
Lake Mary, FL 32746

ARTICLE IX - SUBSCRIBERS

The name, street address, and the number of shares subscribed of each of the subscribers of these Articles of Incorporation are as follows:

T. Randolph Crews  
319 Oakwood Court  
Lake Mary, FL 32746  
(50 shares)

Shirley Anne Crews  
319 Oakwood Court  
Lake Mary, FL 32746  
(50 shares)

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1987 Corporate Square Drive, Suite 145, Longwood, Florida 32750 and the name of the initial registered agent of this corporation at that address is T. Randolph Crews

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall become effective upon the date of their execution and acknowledgment.

ARTICLE XII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12<sup>th</sup> day of DECEMBER, 1997.

  
\_\_\_\_\_  
T. Randolph Crews (SEAL)

  
\_\_\_\_\_  
Shirley Anne Crews (SEAL)

STATE OF FLORIDA  
COUNTY OF SEMINOLE

I HEREBY CERTIFY that before me this day, personally appeared T. RANDOLPH CREWS and SHIRLEY ANNE CREWS, to me known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purposes therein expressed. WITNESS my hand and official seal in the County and State named above this 12 day of Dec, 19 97.

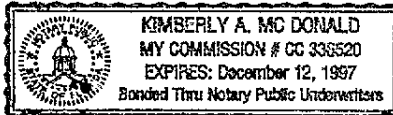
Affiant is personally known to me   
OR produced I.D.  and did  OR  
did not  take an oath.

Type and Number of I.D. produced:

CL620836513490

*Kimberly A. McDonald*  
Notary Public, State of Florida at Large

My commission expires:



Affiant is personally known to me   
OR produced I.D.  and did  OR  
did not  take an oath.

Type and Number of I.D. produced:

CL62079656528

The undersigned, having been named to accept service of process for the above stated corporation, at the place designated in Article X of the Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of Section 49.091, Florida Statutes, relative to keeping open said office.

  
T. Randolph Crews

EFFECTIVE DATE

12-12-97

FILED

97 DEC 15 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA