

**CORPORATE
ACCESS,
INC**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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1.) Heavenly Specialties Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

1/15/98

RECEIVED
98 JAN 15 AM 11:52
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
HEAVENLY SPECIALTIES INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation for profit under Chapter 607 of the Florida Statutes, as amended.

ARTICLE I - NAME

The name of this corporation shall be:
Heavenly Specialties Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation is:

c/o David A. King, Attorney
1416 Kingsley Avenue
Orange Park, FL 32073

ARTICLE III - DURATION

The corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida. This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the following purpose:

The transaction of any and all lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Florida Statutes §607.0302, et. seq., as amended, and the doing of all lawful things related thereto.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One and no/100 Dollars (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the corporation's minute book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors,

to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this corporation is:

Stephen L. Rychnovsky
1453 Creek Edge Court West
Orange Park, FL 32073

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. Any and all additional powers and duties conferred to or imposed upon the board of directors, shall be by resolution of the shareholders.

The names and addresses of the initial directors are:

Stephen L. Rychnovsky
1453 Creeks Edge Court West
Orange Park, FL 32073

Jacqueline D. Rychnovsky
1453 Creeks Edge Court West
Orange Park, FL 32073

ARTICLE VIII - RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE IX - INDEMNIFICATION

The corporation may indemnify any present or former officer, incorporator, or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X - AMENDMENT

The shareholders reserve the right to alter, amend or repeal any provisions contained in these Articles of

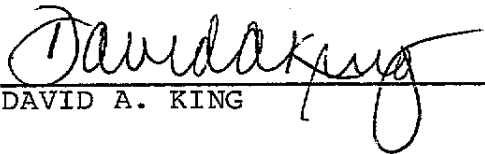
Incorporation, or to adopt new provisions. These Articles of Incorporation may be amended by a simple majority vote (greater than 50%) of the voting stock of the corporation that is present, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose. These Articles of Incorporation may be amended without a meeting as provided for in the Bylaws.

ARTICLE XI - INCORPORATOR

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

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 9th day of January, 1998.



DAVID A. KING

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

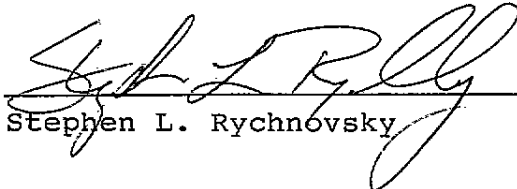
Pursuant to Section 48.091 and Section 607.0501,
Florida Statutes, the following is submitted:

Heavenly Specialties Inc.
desiring to organize under the laws of the State of Florida,
with its principal office as indicated in the Articles
of Incorporation in the State of Florida, has named as
its agent to accept service of process within this State:

Stephen L. Rychnovsky
1453 Creeks Edge Court West
Orange Park, FL 32073

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service
of process for the above stated corporation, at the place
designated in this certificate, I hereby agree to act
in this capacity, and agree to comply with the provisions
of said Act.


Stephen L. Rychnovsky

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TALLAHASSEE, FLORIDA