

P98000028959

LAW OFFICES OF NORMAN LINDER HULL

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

537 NORTH MAGNOLIA AVENUE

POST OFFICE BOX 2751

ORLANDO, FLORIDA 32802

TELEPHONE: (407) 422-1235

FACSIMILE: (407) 423-2842

E-MAIL: nlhull@lx.netcom.com

via United Parcel Service

Next Day Air

N085 5643 96 8

500002475245--8

-04/01/98--01046--025

****122.50 ****122.50

March 25, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Sweet D Corporation of Florida

Gentlemen:

Enclosed herewith please find for recording the following:

1. Articles of Incorporation for Sweet D Corporation; and
2. Authorization of Sweet D, Inc. For Use of Similar Name by Sweet D Corporation.

We would appreciate the immediate processing of the above mentioned items. We have provided an additional copy of each for certification as well as a prepaid United Parcel Service return envelope to receive these returned copies. Thank you in advance for your courteous and expeditious attention to this matter.

*Norman Hull gave
auth by phone to
change the name
3/27/98
Dmc*

Very truly yours,

Norman L. Hull

FILED
98 MAR 27 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NLH/blr
Enclosures

ARTICLES OF INCORPORATION

SWEET D CORPORATION OF FLORIDA

FILED

98 MAR 27 AM 9:38

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby certifies as follows:

ARTICLE I

The name of the corporation shall be **SWEET D CORPORATION OF FLORIDA**

ARTICLE II

The corporate existence shall begin upon the filing of these Articles by the Department of State of the State of Florida. The duration of the corporation shall be perpetual.

ARTICLE III

This corporation is formed for the purpose of the purchase, development, marketing, sale and resale of real property in Florida and all related business activities. This corporation may also engage in any lawful business for which a corporation may be incorporated under the laws of the State of Florida. This corporation shall have and may exercise any and all powers necessary, or convenient or incidental to the carrying out any business in which it may be engaged.

ARTICLE IV

There shall be a Board of Directors of the corporation initially consisting of two members, namely **HOWARD DOROUGH** and **JOHN DOROUGH**, under whom the business and affairs of the corporation shall be conducted. All corporate powers shall be exercised by or under the authority of the Board of Directors. The number of the members of the Board of Directors may be changed from time to time as provided in the bylaws.

ARTICLE V

The initial officers of the corporation and their addresses are as follows:

Howard Dorough, President 821 N. Eola Drive, Orlando, Florida 32803

John Dorough, Secretary and Treasurer 821 N. Eola Drive, Orlando, Florida 32803

ARTICLE VI

The aggregate numbers of shares which the corporation shall have authority to issue is one hundred (100), having a par value of One Dollar (\$1.00) per share.

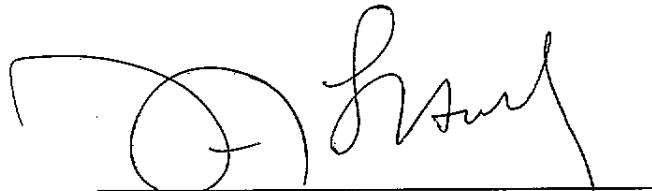
ARTICLE VII

The street address of the corporation's principal office for the conduct of business is 821 N. Eola Drive, Orlando, Florida 32803. The street address of the corporation's initial registered office is 537 North Magnolia Avenue, Orlando, Florida 32801, and the name of the corporation's registered agent at that address is Norman L. Hull, Esq.

ARTICLE VIII

The name and address of the corporation's sole incorporator is Norman L. Hull, Esq., 537 N. Magnolia Avenue, Orlando, Florida 32801.

IN WITNESS WHEREOF these articles have been executed by the undersigned this 25th day of March, 1998.



NORMAN L. HULL, Esq., incorporator

ACCEPTANCE OF RESIDENT AGENT

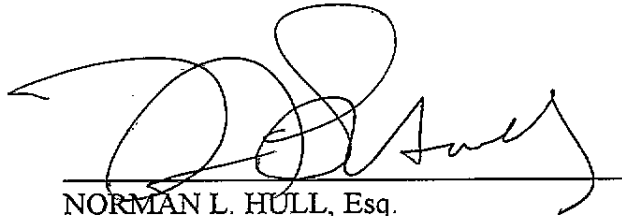
FILED

98 MAR 27 AM 9:39

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, having been named Resident Agent for SWEET D CORPORATION, hereby accepts said designation and agrees to act in said capacity at the place identified in the Articles of Incorporation, namely, 537 N. Magnolia Avenue, Orlando, Florida 32801. The undersigned further agrees to comply with the provisions of all statutes relative to the performance of his duties as Registered Agent.

Dated this 25 day of March, 1998.

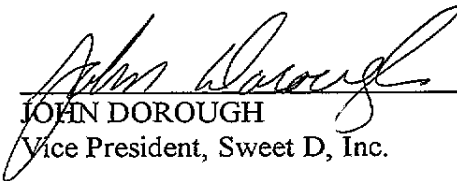


NORMAN L. HULL, Esq.
Registered Agent

**AUTHORIZATION OF SWEET D, INC.
FOR USE OF SIMILAR NAME BY SWEET D CORPORATION OF FLORIDA**

I, the undersigned JOHN DOROUGH, am the vice president of a corporation known as Sweet D, Inc. I am aware that a corporation to be known as Sweet D Corporation ^{of Florida} desires to become incorporated in Florida. I hereby certify that Sweet D, Inc., by consent of its sole shareholder and director, ^{of Florida} has given permission for Sweet D Corporation to use that name despite its similarity to Sweet D, Inc., and waive for Sweet D, Inc. any objection to the use of such name.

DATED this 25th day of March, 1998.



JOHN DOROUGH
Vice President, Sweet D, Inc.