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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The Incredible Edible Gift Co., Inc.
507 135th Street East
Bradenton, FL 34202

98 JUL 21 AM 10:35

July 20, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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****122.50 ****122.50

RE: The Incredible Edible Gift Company, Inc.

Dear Department of State:

I have enclosed one original and one copy of the Articles of Incorporation for the above proposed corporation.

Enclosed is a check in the amount of \$ 122.50 in payment of following fees:

| | |
|----------------------|-----------------|
| Filing Fee | \$35.00 |
| Certified copy fee | 52.50 |
| Registered Agent Fee | 35.00 |
| Total Fee | <u>\$122.50</u> |

Please file the original articles and return the certified copy to my accountant using the enclosed prepaid Federal Express envelope.

Sincerely,


Barry Upshaw
Incorporator

BROWN JUL 23 1998

**ARTICLES OF INCORPORATION
OF**

THE INCREDIBLE EDIBLE GIFT COMPANY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: THE INCREDIBLE EDIBLE GIFT COMPANY, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and this state.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of Common Stock with a par value of \$1.00 per share.

All of the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

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ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL STREET ADDRESS

The initial street address of the principal office of this corporation is: 507 135th Street East, Bradenton, FL 34202.

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 one director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the Bylaws. Directors need not be stockholders.

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for any expenses incurred inconnection with any claim or liability as to which it shall be

adjudged that such officer or director is liable for gross negligence or wilful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be presented at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote there to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The name and address of the sole director is: BARRY UPSHAW,
507 135th Street East, Bradenton, FL 34202.

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these
Articles of Incorporation is: BARRY UPSHAW, 507 135th Street East,
Bradenton, FL 34202.

ARTICLE X - BYLAWS

The power to adopt, alter amend or repeal bylaws shall be
vested in the stockholders.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of stockholders may be called by a majority
of the stockholders.

ARTICLE XII - STOCKHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in
person or by proxy, shall constitute a quorum at a meeting of the
stockholders.

If a quorum is present, the affirmative vote of a majority of
the shares represented at the meeting and entitled to vote on the
subject matter shall be the act of the stockholders.

ARTICLE XIII - AMENDMENT

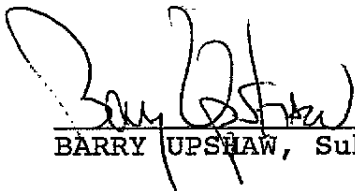
These Articles of Incorporation may be amended in the manner
provided by law. Every amendment shall be approved by the Board of
Directors, proposed by them to the stockholders and approved at a

Stockholder's Meeting by the majority of the stock entitled to vote thereon.

ARTICLE XIV - DATE OF COMMENCEMENT
OF CORPORATE EXISTENCE

The date of commencement of corporate existence of this corporation shall be upon filing hereof in the Office of the Secretary of State.

IN WITNESS WHEREOF, the Subscriber of these Articles of Incorporation has hereunto set her hand and seal this 20th day of July, 1998.


BARRY UPSHAW, Subscriber

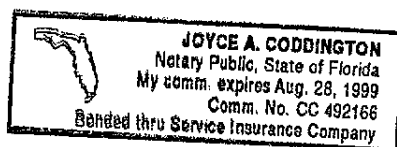
STATE OF FLORIDA)
COUNTY OF Manatee) ss.

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared BARRY UPSHAW, to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 20th day of July, 1998.


Notary Public, State of Florida

My Commission Expires:



C E R T I F I C A T E

DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, REGISTERED OFFICE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That THE INCREDIBLE EDIBLE GIFT COMPANY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Bradenton, County of MANATEE, State of Florida, has named Barry Upshaw, located at 507 135th Street East, Bradenton, Florida 34202, County of MANATEE, State of Florida, as its agent to accept service of process within this state.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept the appointment, agree to act in this capacity, am familiar with, and hereby accept the duties and responsibilities of registered agent for said corporation.

By: 

BARRY UPSHAW
(Resident Agent)