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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN ACCT#:
076666002140

CONTACT: TAMI LEE MEAGHER

PHONE: (813)461-1818

FAX #: (813)441-8617

NAME: SWEET NECESSITIES, INC.

AUDIT NUMBER.....H98000013690

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SWEET NECESSITIES, INC.

ARTICLE I - Name and Address

The name of this corporation is SWEET NECESSITIES, INC. The mailing address of the corporation is: 911 Chestnut Street, Clearwater, Florida 33757. The address of the corporation's principal office is 911 Chestnut Street, Clearwater, Florida 33757.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 100,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$0.01).

ARTICLE IV - Preemptive Rights

Every shareholder, upon an offer for sale for cash of any new stock or authorized but unissued 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 V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 911 Chestnut Street, Clearwater, Florida 33757, and the name of the initial registered agent of this corporation at that address is Michael G. Little.

Prepared by:
Michael G. Little, Esquire
911 Chestnut Street
Clearwater, FL 33757
(813) 461-1818
FL Bar No. 861677

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ARTICLE VI - Incorporator

The name and address of the person signing these Articles are:

Name

Address

Michael G. Little

911 Chestnut Street
Clearwater, Florida 33757

ARTICLE VII - Indemnification

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

ARTICLE VIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of July, 1998.



MICHAEL G. LITTLE

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, SWEET NECESSITIES, INC., desiring to organize under the laws of the State of Florida, hereby designates Michael G. Little, located at 911 Chestnut Street, Clearwater, Florida 33757, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.



MICHAEL G. LITTLE

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