

P98000089089

GILES & ROBINSON, P. A.
ATTORNEYS AT LAW

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SUITE 800
P.O. BOX 2631
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November 24, 1998

VIA U.S. MAIL

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****35.00

RE: Sugar Stix, Inc.

Dear Sirs:

Enclosed are the original and one (1) copy of the Articles of Amendment and the Amended and Restated Articles of Incorporation for the referenced corporation, along with our check in the amount of \$70.00 to cover the following costs:

Filing Fee (2)	\$70.00
Total	\$70.00

Upon acceptance of the Amendments and the filing thereof by your office, please provide us with a copy of same.

Sincerely,

Julie
Julie C. Hiner
Legal Assistant to
Harold L. Downing

HLD/jch
enclosures

FILED
99 FEB -1 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 1 1999

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January 25, 1999

Ms. Thelma Lewis
Corporate Specialist Supervisor
FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Sugar Stix, Inc.
Ref. Number: P98000089089

Dear Ms. Lewis:

Enclosed are two (2) copies of the following documents:

1. Articles of Amendment to Articles of Incorporation of Sugar Stix, Inc.;
and
2. Amended and Restated Articles of Incorporation of Sugar Stix, Inc.

The Articles of Amendment have been revised to reflect your comments. Accompanying the Amended and Restated Articles of Incorporation is the certificate you require.

We appreciate your courtesy. If you have any questions or comments, please do not hesitate to contact us.

Sincerely,



Harold L. Downing

HLD/pdq
enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1998

JULIE C. HINER, LEGAL ASSISTANT
GILES & ROBINSON, P.A.
P. O. BOX 2631
ORLANDO, FL 32802

SUBJECT: SUGAR STIX, INC.
Ref. Number: P98000089089

We have received your document for SUGAR STIX, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 398A00058208

CERTIFICATE ACCOMPANYING
RESTATED ARTICLES OF INCORPORATION

FILED
99 FEB -1 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, STEWART O. THOMPSON, the sole member of the Board of Directors of SUGAR STIX, INC., a Florida corporation, hereby certifies that the Restated Articles of Incorporation were adopted by the unanimous written consent of the Board of Directors and that the restatement does not contain any amendment requiring shareholder approval. No shares of stock in the corporation have been issued.

Dated: January 13, 1999

S.O. Thompson
Stewart O. Thompson

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUGAR STIX, INC.

FILED
99 FEB -1 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Amended and Restated Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be SUGAR STIX, INC.

ARTICLE II - DATE OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address of this Corporation shall be located at 227 Boxwood Drive, Davenport, Florida 33837.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of One Dollars (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be Suite 800, 390 North Orange Avenue, Orlando, Florida. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Harold L. Downing. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Harold L. Downing

Address

Suite 800
390 North Orange Avenue
Orlando, Florida 32801

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be one (1).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, is:

Name

Address

Stewart O. Thompson

227 Boxwood Drive
Davenport, Florida 33837

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - STOCK RESTRICTION AGREEMENTS

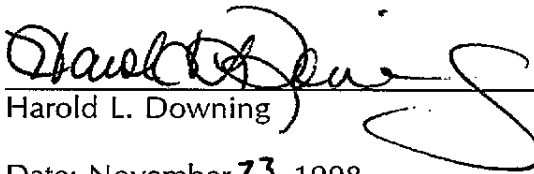
Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares; and (3) the manner in which the shareholders of this Corporation will vote their shares of stock of this Corporation;

provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

IN WITNESS WHEREOF, the undersigned, as the sole member of the Board of Directors, has made and subscribed these Amended and Restated Articles of Incorporation and adopts the same this 18 day of November, 1998, in London, England.


Stewart O. Thompson

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.


Harold L. Downing
Date: November 23, 1998