

P98000093829



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 985299 7166406

AUTHORIZATION :

Patricia Puyat

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 AM 10:33

ORDER DATE : October 5, 1998

ORDER TIME : 4:08 PM

ORDER NO. : 985299-025

CUSTOMER NO: 7166406

CUSTOMER: Carolyn A. Pickard, Esq
CAROLYN A. PICKARD, P.A.

700002656257--2

Suite 610, Alhambra Int'l
Center, 255 Alhambra Circle
Miami, FL 33134

DOMESTIC FILING

NAME: ELMO CONFECTION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

2551-1011
W98-22731

RECEIVED
98 OCT -6 PM 8:18
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
[Signature] 11/5/98



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 AM 10:33

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 6, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ELMO CONFECTION, INC.
Ref. Number: W98000022731

MIT

the original
date as file date.

We have received your document for ELMO CONFECTION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of 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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 698A00049701

RECEIVED
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ARTICLES OF INCORPORATION

OF

ELMO CONFECTION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 AM 10:33

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 Elmo Confection, Inc. The principal office address is 5992 SW 152nd Street, Miami, Florida 33157.

ARTICLE II.

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually and shall commence on the date of the filing of this Charter with the Secretary of State, State of Florida.

ARTICLE III.

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1000 shares of Common Stock at a par value of \$1.00 per share. The initial stock issued is as follows:

Victor Grande	250 shares
Karen Grande	250 shares

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 5992 SW 152nd Street, Miami, Florida 33157 and it may have such other places of business, both within and without the State of Florida, as may be necessary or convenient, and the name of the initial registered agent of this corporation is Victor Grande situated at 5992 SW 152nd Street, Miami, Florida 33157.

ARTICLE VI.

OFFICERS

The officers of the corporation are as follows:

Victor Grande President

Karen Grande Secretary

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The names and addresses of the initial directors are as follows:

Victor Grande
5992 SW 152nd Street
Miami, Florida 33157

Karen Grande
5992 SW 152nd Street
Miami, Florida 33157

ARTICLE VIII.

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the

corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

ARTICLE X

STOCKHOLDERS' AGREEMENTS

The stockholders may include in their agreements between themselves the following as valid matters of agreement; any limitations upon the transferability or assignment of the stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of August, 1998.

Victor Grande
VICTOR GRANDE

STATE OF FLORIDA]

SS

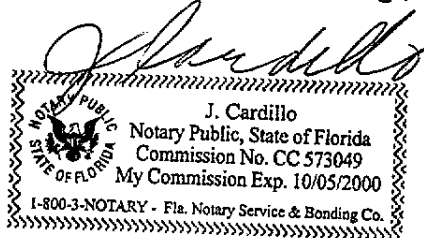
080 36 2580

COUNTY OF DADE

THE FOREGOING instrument was acknowledged before me this 15 day of September, 1998 by VICTOR GRANDE, who is personally known to me or who has produced license (type of identification) as identification and who did (did not) take an oath.

Notary Public,
State of Florida at Large

My commission expires:



CERTIFICATE OF REGISTERED AGENT

OF

ELMO CONFECTION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 AM 10:33

Pursuant to sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance therewith:

That ELMO CONFECTION, INC., desiring to organize under the laws of the State of Florida with its principal office in Miami, Florida, has named Victor Grande, 5992 S.W. 152nd Street, Miami, Florida 33157, County of Dade, State of Florida, agent to accept process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity. I am familiar with and accept the obligations provided in Section 607.325, and I agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 31st day of October, 1998.


Victor Grande