



February 23, 1999

CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
PO Box 6327
Tallahassee, Florida 32314

900002788109--4
-02/26/99--01021--018

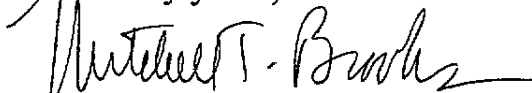
To Whom It May Concern:

122.50 **78.75

Enclosed herewith is the original and one copy of the Articles of Incorporation which includes the Designation of Registered Agent for CAMELOT CONFECTION, INC., a new Florida corporation. Enclosed is our check in the amount of \$122.50 to cover filing fees, filing tax, and a certified copy of the Articles of Incorporation.

If you find the foregoing to be in order, we would appreciate your returning the certified copy of the Articles of Incorporation to us at your earliest convenience.

Sincerely yours,


Mitchell T. Brooks
Registered Agent

Enclosures (3)

FILED
99 FEB 26 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials and date: 2-2-99

ARTICLES OF INCORPORATION
OF
CAMELOT CONFECTION, INC.

FILED
99 FEB 26 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated as a *corporation* under the laws of the State of Florida, and we do hereby subscribe to and adopt the following as our articles of incorporation:

ARTICLE 1. - NAME

The name of this corporation is CAMELOT CONFECTION, INC.

ARTICLE 2. - PURPOSES

This corporation is organized and engaged in *the molding and sales of candy and other related products* and to do everything necessary, proper, and advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the state of Florida. In addition to the stated purpose, the corporation is authorized to conduct all lawful business activity in the state and outside the state.

ARTICLE 3. - AUTHORIZED SHARES

The number of aggregate shares of the stock that the corporation shall have the authority to issue is 1,000 shares of Capital Stock with a par value of \$1.00. The shares of the corporation were not to be divided into classes.

ARTICLE 4. - STREET ADDRESS

The street address of the initial principal office of the corporation is 1138 SE 19th Lane, Cape Coral, Florida, 33990.

ARTICLE 5. - REGISTERED AGENT

The Registered Agent of the corporation is Mitchell T. Brooks who resides at 258 Bangsberg Road, SE, Port Charlotte, FL 33952

ARTICLE 6. - TERM OF EXISTANCE

This corporation is to exist perpetually.

ARTICLE 7. – INCORPORATORS & DIRECTORS

The names and addresses of the incorporators to these articles who are also the names and addresses of the persons, who shall serve as directors until the first annual meeting of the shareholders, or until their successors have been elected and qualified, are as follows:

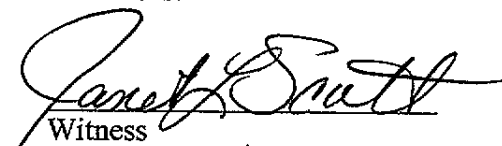
- 1) Cheryl N. Ponder, 1138 SE 19th Lane, Cape Coral, FL 33990
- 2) Jerry L. Scott, PO Box 1804, Sanibel, FL 33957

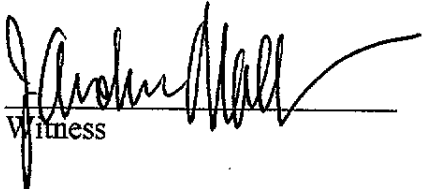
ARTICLE 8. – SHAREHOLDERS

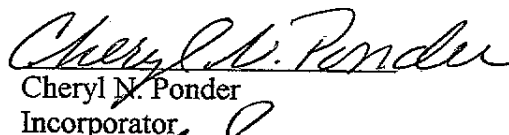
An affirmative vote of all shares of the corporation shall be required for any shareholder action. The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at any stockholders meeting with not less than a majority vote. Furthermore, the holders of the common stock of this corporation shall have the preemptive rights to purchase, at price, terms, and conditions that shall be fixed by the Board of Directors, such shares of stock of this corporation as may be issued for money (money, or any property or service) from time to time, in addition to that stock authorized (authorized and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common currently authorized (authorized and issued).

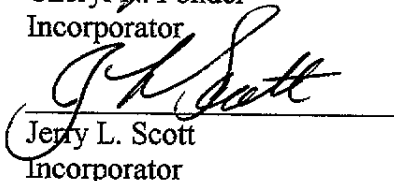
IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names and affixed their seals for the purpose of forming this *corporation* under the laws of the State of Florida, this 15th day of February, 1999.

Witnesses:


Witness


Witness


Cheryl N. Ponder
Incorporator


Jerry L. Scott
Incorporator

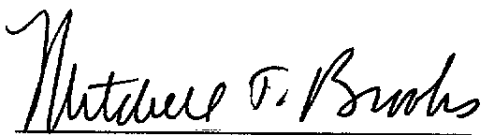
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant of the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.


1. The name of the corporation is the CAMELOT CONFECTION, INC.
2. The name and address of the registered agent and office is:

Mitchell T. Brooks
Bangsberg Road, SE
Port Charlotte, FL 33952

Having been named as registered agent and to accept the process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature – Mitchell T. Brooks



Date

FILED
99 FEB 26 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA