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September 2 , 1999

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*****122.50 *****78.75

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: BURT'S GOURMET BRITTLE, INC.

Dear Sir or Madam:

Enclosed herewith for filing in connection with above referenced matter, please find Articles of Incorporation, together with Registered Agent form. check in the amount of \$122.50 is enclosed to cover cost of your fee.

Please forward a certified copy to this office.

Thank you for your assistance in this matter.

Sincerely,

Teresa A. Nightingale
Teresa A. Nightingale

TAN:dn
Enclosures

FILED
99 SEP - 7 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 9/14/99

ARTICLES OF INCORPORATION
OF
BURT'S GOURMET BRITTLE, INC.

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is: BURT'S GOURMET BRITTLE, INC., whose address is 295 Hernando Road, S.E., Winter Haven, Florida 33884.

ARTICLE II - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and or the State of Florida.

ARTICLE III - CAPITAL STOCK

The total authorized capital stock of this Corporation shall be 1,000 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

ARTICLE IV - PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, sooner dissolved according to law.

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TALLAHASSEE, FLORIDA

ARTICLE VI - ADDRESS

The principal office of this Corporation shall be 295 Hernando Road, S.E., Winter Haven, Florida 33884, but the Corporation shall have the power to establish branch offices and other places of business at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE VII - DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time according to By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII - ORIGINAL DIRECTORS

The name and address of the member of the first Board of Director, is:

J. BURTON NIGHTINGALE, JR.	295 Hernando Road, S.E. Winter Haven, FL 33884
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ARTICLE IX - SUBSCRIBER

The name and address of the Subscriber to the Certificate of Incorporation of this Corporation, is:

J. BURTON NIGHTINGALE, JR.	295 Hernando Road, S.E. Winter Haven, FL 33884
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IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal and acknowledged and filed the foregoing

Articles of Incorporation in the office of the Secretary of
State, this 1st day of September, 1999.

J. Burton Nightingale, Jr.
J. BURTON NIGHTINGALE, JR.

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, personally appeared, J. BURTON NIGHTINGALE, JR., to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who is personally known to me or who has produced _____, as identification and who did (did not) take an oath and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County of Polk and State of Florida, this 1st day of September, 1999.

Charlene R. Ladd
Notary Public/State of Florida
My Commission Expires: _____



Charlene R. Ladd
MY COMMISSION # CC763503 EXPIRES
July 29, 2002
BONDED THRU TROY FAIR INSURANCE, INC.


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - - **BURT'S GOURMET BRITTLE, INC.**, desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of **Winter Haven**, State of **Florida**, has named, **J. BURTON NIGHTINGALE, JR.**, located at **295 Hernando Road, S.E., Winter Haven, Florida 33880**, as its Agent to accept Service of Process within this State.

ACKNOWLEDGMENT: (Must be signed by Registered Agent)

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, and agree to comply with the provisions of said act relative to keeping open said office.


J. BURTON NIGHTINGALE, JR.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA