

P99000085175

EFFECTIVE DATE
9-17-99

September 17, 1999

Department of State
Division of Corporations
New Filing Section
P.O. Box 6327
Tallahassee, FL 32314

000002993220--9
-09/22/99--01018--015
*****78.75 *****78.75

Gentlemen:

Enclosed please find two copies of Articles of Incorporation of 100% European Chocolate, Inc. for filing.

Please make effective date of this corporation September 17, 1999.

Our check in the amount of \$78.75 is enclosed for payment of Filing Fee, designation of Registered Agent and a certified copy of the Articles of Incorporation..

Thank you.

Sincerely,

Joanne Dualsky

Joanne Dualsky

FILED
99 SEP 22 AM 5:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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9-27
WC

ARTICLES OF INCORPORATION
OF
100% EUROPEAN CHOCOLATE, INC.

EFFECTIVE DATE
9-17-99

Article I

-NAME-

The Name of the corporation is:

100% European Chocolate, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article II

-DURATION-

This corporation shall have perpetual existence commencing September 17, 1999.

Article III

-PURPOSE-

This corporation is organized for the purpose of, but not limited to the making of chocolates for retail sales, mail order sales, and special organization sales.

Article IV

-CAPITAL STOCK-

This corporation is authorized to issue 100 shares
(\$1.00) par value common stock.

Article V

-INITIAL REGISTERED OFFICE AND AGENT-

The street address of the initial registered office
of this corporation is 265 SW Port St. Lucie Blvd. PMB 219,
Port St. Lucie, Florida, and the mailing address is
265 SW Port St. Lucie Blvd. PMB 219, Port St. Lucie, FL 34984.

The name of
the initial registered agent of this corporation is
Joanne Dualsky.

Article VI

-INITIAL BOARD OF DIRECTORS-

This corporation shall have one (1) directors
The number of directors may be either
increased or diminished from time to time by the bylaws.

Article VII

-INCORPORATORS-

The name and address of the person signing these
articles is:

Joanne Dualsky
265 SW Port St. Lucie Blvd., PMB 219
Port St. Lucie FL 34984

Article VIII

-BYLAWS-

The power to adopt, amend or repeal bylaws shall be
vested in the Board of Directors and the Shareholders.

Article IX

-POWERS-

This corporation shall have all the corporate powers
enumerated in the Florida General Corporation Act.

Article X

-MEETINGS BY CONFERENCE TELEPHONE-

Members of the Board of Directors may participate in
meetings of the Board of Directors by means of conference
telephone as provided by law.

Article XI

-INDEMNIFICATION-

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

Article XII

-ACTION BY DIRECTORS WITHOUT A MEETING-

The Directors of this corporation may take action by written consent, as provided by law.

Article XIII

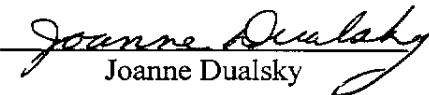
-AMENDMENT-

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

IN WITNESS WHEREOF, the undersigned subscriber has

Executed these Articles of Incorporation of this 20th

day of September, 1999.


Joanne Dualsky

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 607.0502, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST - - THAT 100% EUROPEAN CHOCOLATE, INC. DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
3318 N.W. FEDERAL HWY, CITY OF JENSEN BEACH, STATE OF FLORIDA,
HAS
NAMED JOANNE DUALSKY, LOCATED AT 265 SW PORT ST LUCIE BLVD.

PMB 219, CITY OF PORT ST. LUCIE, STATE OF FLORIDA, AS ITS
AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Joanne Dualsky
(CORPORATE OFFICER)
TITLE President
DATE 9-20-99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE
OF MY DUTIES.

SIGNATURE Joanne Dualsky
(RESIDENT AGENT)

DATE 9-20-99

STATE OF FLORIDA

COUNTY OF ST. LUCIE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Joanne Dualsky, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of September, 1999.

Francine Costello
Notary Public, State of Florida
at large
My commission expires:



STATE OF FLORIDA

COUNTY OF ST. LUCIE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Joanne Dualsky, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal, in the State and County aforesaid, this 20th day of September, 1999.

Francine Costello
Notary Public, State of Florida
at large
My commission expires:

