

ARTICLES OF INCORPORATION OF  
CHOCOLATE FANTASY ENTERTAINMENT, INC.

The UNDERSIGNED, acting as Incorporator of Chocolate Fantasy Entertainment, Inc. hereby certifies that these Articles of Incorporation are signed for the purpose of forming a stock for-profit corporation under the Kentucky Business Corporation Act, Chapter 271B of the Kentucky Revised Statutes, and adopts the following Articles of Incorporation for such corporation.

ARTICLE 1

The name of the corporation is "Chocolate Fantasy Entertainment, Inc."

ARTICLE II

The corporation shall begin its existence as soon as these Articles are approved by the Kentucky Secretary of State.

ARTICLE III

The address of the Registered Office/ Principal Office of this Corporation in Kentucky is 1915 Rockford Lane, #225, Louisville, Kentucky 40216, and the name of the Registered Agent of this Corporation is Kevin Johnson. The Registered Agent affixing his signature hereto consents to act in such capacity on behalf of the corporation.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1000) shares of common stock with no par value.

ARTICLE V

The purpose or purpose for which the Corporation is organized is to engage in any lawful act or activity, for which corporations may be formed and to exercise any and all powers that corporations have or may have now or hereafter exercise under the Kentucky Business Corporation Act, whether or not specifically enumerated herein.

ARTICLE VI

The Corporation shall have perpetual duration, subject to being dissolved in the manner prescribed by law.

ARTICLE VII

The Shareholder of the Corporation shall have preemptive rights.

The affairs of the Corporation shall be managed by a Board of Directors at Least one of which shall be elected by the Stockholders upon approval and recording of these Articles, and shall hold office until the First Annual Meeting of Stockholders. Thereafter, the Directors shall be elected for a term of one year at the regular Annual Meeting of the Stockholders to be held at the office of the Corporation, on the first Monday in June of each year.

The Board of Directors upon being elected shall elect a president, who shall be a member of the Board, and other Officers as the business of the Corporation may require. The Board of Directors may adopt bylaws subject to the right of the Stockholders to amend and change the Bylaws, until they are so amended or changed and up to date of the amendment or change shall be valid.

#### ARTICLE IX

The name and address of the Director who is to serve until the First Annual Meeting is: Kevin Johnson, 1915 Rockford Lane, #225, Louisville, Kentucky 40216

#### ARTICLE X

The name and address of the Incorporator is Kevin Johnson, 1915 Rockford Lane, #225, Louisville, Kentucky 40216

#### ARTICLE XI

A Director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of such director's duties as director provided that this provision shall not eliminate or limit the liability of a director: (a) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; (c) for any vote for or assent to an unlawful distribution to shareholders as prohibited under KRS 271B.8-330; or (d) for any transaction from which the director derived an improper benefit.

This article shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director thereafter ceases to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators.

#### ARTICLE XII

The Corporation shall indemnify, to the fullest extent permitted by the Act, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal administrative or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another

corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that with respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such court shall deem proper. Such indemnification shall be made to the full extent permitted by Kentucky law.

#### ARTICLE XIII

The private property of the Shareholders shall not be liable for the payment of debts of the Corporation.

#### ARTICLE XIV

There is no limit as to the amount of indebtedness, which this Corporation may incur.


**IN TESTIMONY WHEREOF**, witness the signature of the Incorporator and Registered Agent, Kevin Johnson this 1 day of ~~December~~ 2011.

*March, 2012*

*Kevin Johnson*  
KEVIN JOHNSON, INCOPORATOR/REGISTERED AGENT


COMMONWEALTH OF KENTUCKY )  
 )  
COUNTY OF JEFFERSON )

I, A Notary Public, do hereby certify that on this 1 day of <sup>March, 2012</sup>~~December~~, 2011, personally appeared before me Kevin Johnson who being by me first duly sworn, declared that he is the Incorporator/Registered Agent of the Corporation, and that the statements therein contained are true.

  
NOTARY PUBLIC, State at Large Kentucky

My Commission Expires: 5/10/2014

THIS INSTRUMENT PREPARED BY:

  
KEVIN JOHNSON  
1915 Rockford Lane #225  
Louisville, KY 40216

