



THE UNITED STATES CORPORATION COMPANY

990000003476

ACCOUNT NO. : 072100000032

REFERENCE : 224814 4732215

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 70

ORDER DATE : April 30, 1999

ORDER TIME : 3:09 PM

ORDER NO. : 224814-005

CUSTOMER NO: 4732215

CUSTOMER: Mr. Harvey S. Papush
Mound, Cotton & Wollan
1 Battery Park Plaza

New York, NY 100040000

400002861084--4
-07/07/99--01058--010
*****70.00 *****70.00
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RECEIVED

99 MAY -3 PM 3:154

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: COFFEE AMERICA (USA)
CORPORATION

w 99-10335
p. 704

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-07/07/99--01058--011
***4765.00 ***4765.00

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY -4 PM 12:50

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7/7

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Coffee America (USA) Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam: .

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Leonard S. Dome, Esq.
(Name of Person)
Mound, Cotton & Wollan
(Firm/Company)
One Battery Park Plaza
(Address)
New York, New York 10004-1486
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Leonard S. Dome, Esq. at (212) 804-4201
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 4, 1999

CSC
ATTN: CHRISTINE LILLICH

RESUBMIT

Please give original
submission date as file date

SUBJECT: COFFEE AMERICA (USA) CORPORATION
Ref. Number: W99000010335

We have received your document for COFFEE AMERICA (USA) CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the street address of each officer/director. If the officer/director does not have a street address, list a P.O. Box and write (N/A) beside the box number.

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that COFFEE AMERICA (USA) CORPORATION has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$8,265.00.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 999A00023762

MARGOLD ERSKEN WANG & LIEB, LLP

CERTIFIED PUBLIC ACCOUNTANTS

880 THIRD AVENUE

NEW YORK, N.Y. 10022-4730

TEL: (212) 753-9009

FAX: (212) 753-2970

BARRY S. BERGER, CPA
JOEL HOFFMAN, CPA
MITCHELL B. LANGSNER, CPA
ELLIOT LEINWAND, CPA
JOEL D. RESNICK, CPA
DAVID S. RUBIN, CPA
HOWARD S. SLATKEN, CPA

DAVID H. SULLIVAN
RICHARD A. ZENDEL

May 24, 1999

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

Att: Leo Rivers
Document Specialist

Dear Mr. Rivers:

We are writing to you on behalf of our client, Coffee America (USA) Corporation in connection with the attached letter dated May 4, 1999 which states that penalties have been assessed because the corporation conducted business in the State of Florida prior to qualification.

We request that the penalty be abated based on the following explanation. In the years prior to qualification the Company had different owners, outside accountants and lawyers whom they relied on to provide them with all the required Florida filings. Since Florida Forms F-1120 were filed for all years, the new owners believed that the Company was properly registered with the State. As soon as the Company was notified of the unintentional error, arrangements were made to properly register with the Florida Secretary of State. We feel that the new owners should not be held accountable for the sins of the former owners.

Therefore on behalf of the Company, we request that you accept the above explanation as reasonable cause and abate the penalties charged.

Very truly yours,
Margold Ersken Wang & Lieb, LLP


Howard S. Slatken

HSS/lx

cc: William P. Keaveney



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 6, 1999

CSC
ATTN: CHRISTINE LILLICH

SUBJECT: COFFEE AMERICA (USA) CORPORATION
Ref. Number: W99000010335

RESUBMIT

Please give original
submission date as file date.

We have received your document for COFFEE AMERICA (USA) CORPORATION and your check(s) totaling \$4765.00. However, the document has not been filed and is being retained in this office for the following:

When we notified you on May 4, 1999 of the penalties due, we returned your original application and asked for the street addresses for your officers, listed on Schedule 12(B). Please provide these addresses.

Also, because we cannot combine payments by check with electronic account payments, please submit a check for the \$70.00 filing fee.

Please return 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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 299A00035029

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99 JUL -7 AM 10:41



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: July 1, 1999

RE: Coffee America (USA) Corporation

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1992 of \$ 1265 and foreign non-qualified penalties for the same period of \$ 3500 assessed at the statutory minimum and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

FILED
99 MAY -4 PM 12: 50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. Coffee America (USA) Corporation
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
- 2. New York 3. 13-367-8453
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. August 18, 1992 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. May 1, 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
- 7. 161 Maiden Lane
New York, New York 10038
(Current mailing address)

8. To engage in any lawful act or activity permitted in Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: _____
 Corporation Service Company
 Office Address: 1201 Hay Street
Tallahassee, Florida, 32301-2607
 (Zip Code)

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 1999 MAY -4 PM 12:50
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Laura E. Ours
 (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

See Attached Schedule 12(A).

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

See Attached Schedule 12(B).

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William P. Keaveney SECRETARY
(Typed or printed name and capacity of person signing application)

SCHEDULE 12(A)

Chairman: Herbert De Sola

Address: c/o
Coffee America (USA) CORPORATION
161 Maiden Lane
New York, New York 10038

Directors: Mario Roberto Leal Pivaral
Luis Enrique Gonzalez Hertzsch
Richard Emanuele
Rodrigo Leal Castillo

Address: c/o
Coffee America (USA) CORPORATION
161 Maiden Lane
New York, New York 10038

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

SCHEDULE 12(B)

President and CEO: Richard Emanuele

Executive Vice President: R. Noel Smith

Senior Vice President,
Chief Financial Officer and
Secretary: William P. Keaveney

Vice Presidents: Ricardo Schwartz
Thomas Hogan

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99 MAY -4 PM 12: 50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STREET ADDRESSES FOR OFFICERS IS THE SAME
AS THE PRINCIPAL ADDRESS.

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99 MAY -4 PM 12:51

SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of COFFEE AMERICA (USA) CORPORATION was filed on 08/18/1992, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



Witness my hand and the official seal of the Department of State at the City of Albany, this 21st day of April one thousand nine hundred and ninety-nine.

A handwritten signature in cursive script, appearing to read "J. Leub".

Special Deputy Secretary of State

FILED
99 MAY -4 PM 12:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA