

TRANSMITTAL LETTER

L00000006 9763

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

SUBJECT: THE SOPRANO COFFEE CO., L.L.C.

(Proposed corporate name - must include suffix)

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-08/10/00--01081--003
****346.25 ****160.00

Florida Limited Liability Company

Filing fee for articles of organization of Florida Limited Liability Company:(Make checks payable to Department of State)

- \$ 250.00 Filing Fee for Articles of Organization and Affidavit
- \$ 35.00 Designation of Registered Agent
- \$ 52.50 Certified Copy (OPTIONAL)
- \$ 8.75 Certificate of Status (optional)

\$285.00
Filing Fee &
Registered Agent
Designation

\$293.75
Filing Fee,
Registered Agent
Designation &
Certificate

\$337.50
Filing Fee,
Registered Agent
Designation &
Certified Copy

\$346.25
Filing Fee, Registered
Agent Designation,
Certified Copy &
Certificate

FROM: CASWALL A. HART, ESQ
Name (Printed or typed)

P.O. Box 310051
Address

MIAMI, FL 33231
City, State & Zip

305-895-7930
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF ORGANIZATION
OF
THE SOPRANO COFFEE CO., L.L.C.

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, hereby establishes the following:

ARTICLE I - NAME

The name of the limited liability company is

THE SOPRANO COFFEE CO., L.L.C.

ARTICLE II - DURATION

The duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.

ARTICLE III - PURPOSE

The limited liability company is organized to engage in any business in which a limited liability company may engage under Florida laws.

ARTICLE IV - PRINCIPLE OFFICE AND MAILING ADDRESS

The principal place of business and the mailing address of the limited liability company are the and shall be in Broward County, Florida at:

c/o VINCHENZO APA
215 NORTH FEDERAL HIGHWAY
HALLANDALE, FLORIDA 33009

ARTICLE V - REGISTERED AGENT AND STREET ADDRESS

The Registered Agent and the street address of the initial Registered Office of the limited liability company in the State of Florida, whose Consent to Appointment as Registered Agent is hereto attached, shall be:

VINCHENZO APA
215 NORTH FEDERAL HIGHWAY
HALLANDALE, FLORIDA 33009

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00 AUG 10 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These documents were prepared by
CASZIE HART, P.A.
Attorneys at Law
P.O. Box 310051
Miami, Florida 33231

ARTICLE VI - INITIAL MEMBERSHIP

The names of the initial member(s) of the limited liability company and their addresses are as follows:

VINCENZO APA
215 NORTH FEDERAL HIGHWAY
HALLANDALE, FLORIDA 33009

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

Additional members shall be admitted only pursuant to the terms of the operating agreement established by the Member(s) of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.

ARTICLE VIII - CAPITALIZATION

The Member(s) will outline the capital contribution requirements under a separate agreement.

ARTICLE IX - ADDITIONAL LIABILITY OF MEMBERS

Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of the operating agreement entered into between the Members of this limited liability company, or supplemental agreement regarding additional contributions and liabilities of Members.

ARTICLE X - CONTINUITY

The remaining Member(s) of the limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the limited liability company's venture and subject to the limitations of Florida law.

ARTICLE XI - MANAGEMENT

The business of the limited liability company shall be reserved to and conducted under the exclusive management of its President and Managing Partner according to the provisions of the operating agreement entered into between the Managing Partner and Members of the limited liability company. The name and address of the initial Managing Partner of the Company is:

VINCENZO APA
215 NORTH FEDERAL HIGHWAY
HALLANDALE, FLORIDA 33009

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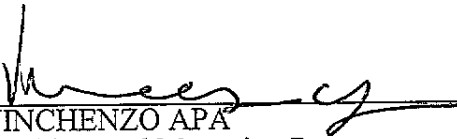
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CLERK OF DISTRICT COURT
MIAMI, FLORIDA

ARTICLE XII - INDEMNIFICATION OF MANAGEMENT

This limited liability company shall have the power to indemnify and hold harmless the Managing Partner, his officers, employees and agents who are parties to any proceeding by reason of the fact that he is or was a manager or managing member of the limited liability company or is or was serving at the request of the limited liability company as a manager, managing member, officer, employee, or agent of the limited liability company or of another limited liability company, corporation, partnership, joint venture, trust, or other enterprise as outlined in the Florida Limited Liability Company Act (Florida Statutes, § 608.4229 and related provisions).

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization in accordance with § 608.408(3), Florida Statutes, and in executing the Affidavit above affirms under penalties of perjury that the facts stated herein are true.

Dated this 9th day of August, 2000.



VINCHENZO APA
President and Managing Partner

Print Name: VINCENZO APA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

THE SOPRANO COFFEE CO., L.L.C.

2. The name and street address of the registered agent are:

VINCENZO APA
215 NORTH FEDERAL HIGHWAY
HALLANDALE, FLORIDA 33009

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above-stated limited liability company 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.

Dated this 9th day of August, 2000.



VINCHENZO APA

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