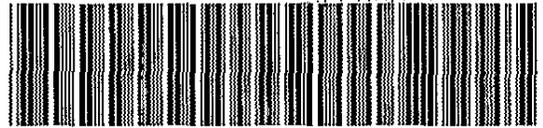


Lo2000029756

FILED

02 DEC -4 AM 10:15

STATE  
TALLASSEE, FLORIDA



600009177696

12/04/02--01046--016 \*\*70.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

AL

Office Use Only

LAW OFFICES  
**MONTELLO & KENNEY, P.A.**  
777 BRICKELL AVENUE  
SUITE 1070  
MIAMI, FLORIDA 33131  
TELEPHONE (305) 373-0300  
FAX (305) 373-3739

FILED  
02 DEC -4 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 3, 2002

VIA UNITED PARCEL SERVICE

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

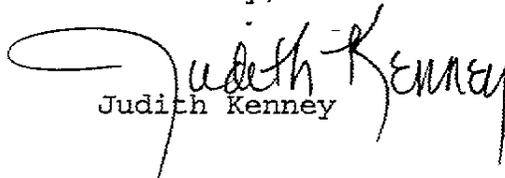
Re: Coffee Network, L.L.C.

Ladies and Gentlemen:

Enclosed for filing please find two original sets of Articles of Merger for the above-referenced company, along with our check in the amount of \$70.00.

If you have any questions, please call.

Sincerely,

  
Judith Kenney

Enclosures

FILED  
02 DEC -4 AM 10: 17  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

COFFEE NETWORK, INC. A DELAWARE ENTITY

INTO

**COFFEE NETWORK, L.L.C.**, a Florida entity, L02000029756

File date: December 4, 2002

Corporate Specialist: Agnes Lunt

**ARTICLES OF MERGER  
CERTIFICATE OF MERGER  
AND  
PLAN OF MERGER  
OF  
COFFEE NETWORK, INC.,  
A DELAWARE CORPORATION,  
INTO  
COFFEE NETWORK, L.L.C.  
A FLORIDA LIMITED LIABILITY COMPANY**

FILED  
02 DEC -4 AM 10: 15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 264 of the Delaware General Corporation Law, Coffee Network, Inc., a Delaware corporation, and pursuant to Section 608.432 of the Florida Business Corporation Act, Coffee Network, L.L.C., a Florida limited liability company, hereby adopt the following Articles and Plan of Merger (hereafter "Articles of Merger") for the purpose of merging Coffee Network, Inc. into Coffee Network, L.L.C. (the "Merger"):

- FIRST:** The Agreement and Plan of Merger, dated November 8, 2002 (the "Agreement"), generally provides:
1. The name of the merging company is Coffee Network, Inc., a Delaware corporation, and the name of the surviving company is Coffee Network, L.L.C., a Florida limited liability company.
  2. On the date hereof, (i) there are 1,000 shares of Coffee Network, Inc. outstanding representing 100 percent of the interest in Coffee Network, Inc., which shares are owned by one shareholder; and (ii) there is one member of Coffee Network, L.L.C. that owns 100 percent of the interest in Coffee Network, L.L.C.. The sole shareholder of Coffee Network, Inc. is the sole member of Coffee Network, L.L.C. Upon the effectiveness of the Merger, each share of Coffee Network, Inc. shall be cancelled. The articles of organization of Coffee Network, L.L.C. (Florida Document No. L02000029756) shall be the articles of organization of the surviving corporation.
  3. The Merger shall be effected by the filing of articles of merger with the Florida Secretary of State. Upon the effectiveness of the Merger, each outstanding share of Coffee Network, Inc., as shown on the books and records of Coffee Network, Inc., shall, by virtue of the Merger, and without any action on the part of the holder thereof, be cancelled.

4. A copy of the Agreement is on file at the offices of Coffee Network, L.L.C., which address is set forth below.

FILED  
02 DEC -4 AM 10:15

**SECOND:** The Agreement was approved on November 8, 2002 by the sole shareholder of Coffee Network, Inc. in accordance with Section 251 of the Delaware General Corporation Law.

STATE  
OFFICE OF THE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THIRD:** The Agreement was approved on November 8, 2002 by the sole member of Coffee Network, L.L.C. in accordance with the applicable laws of the State of Florida.

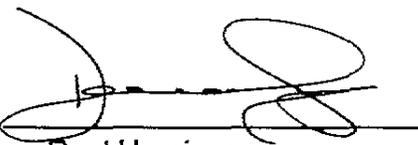
**FOURTH:** Coffee Network, L.L.C. is the surviving corporation.

1. The address of Coffee Network, L.L.C. is 777 Brickell Avenue, Suite 1010, Miami, Florida 33131.
2. The Manager of Coffee Network, L.L.C. is Raul Henriquez, whose address is 777 Brickell Avenue, Suite 1010, Miami, Florida 33131.
3. Coffee Network, L.L.C. is deemed to have appointed the Secretary of State of Delaware as its agent for service of process in a proceeding to enforce any obligation of Coffee Network, Inc. or any obligation of Coffee Network, L.L.C. arising from the merger.

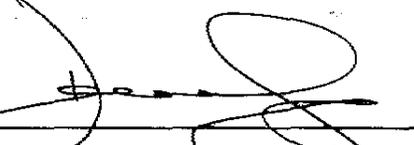
**FIFTH:** The effective date of the Merger is the date of filing of these Articles of Merger with the Florida Secretary of State.

**IN WITNESS WHEREOF,** Coffee Network, Inc. and Coffee Network, L.L.C. have caused these Articles of Merger to be executed in their respective names and on their behalf by their respective authorized persons on the 3rd day of December, 2002.

**COFFEE NETWORK, INC.**

By:   
Raul Henriquez  
Chairman of the Board

**COFFEE NETWORK, L.L.C.**

By:   
Raul Henriquez, Manager

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 3rd day of December, 2002, by Raul Henriquez, as Manager of Coffee Network, L.L.C., a Florida limited liability company, who produced \_\_\_\_\_ as identification/is personally known to me and did not take an oath.



Judith Kenney  
Print, Type or Stamp Name of Notary

My Commission Expires:

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 3rd day of December, 2002, by Raul Henriquez, as Chairman of Coffee Network, Inc., a Delaware corporation, who produced \_\_\_\_\_ as identification/is personally known to me and did not take an oath.



Judith Kenney  
Print, Type or Stamp Name of Notary

My Commission Expires: