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Account Number : I20050000039  
Phone : (561)997-9920  
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JAVALUTION COFFEE COMPANY

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
JAVALUTION COFFEE COMPANY**

The undersigned chief operating officer of Javalution Coffee Company, and being duly authorized by the Board of Directors, does hereby make, subscribe and file these Amended and Restated Articles of Incorporation:

**Article I. Name**

The name of the corporation (the "Corporation") is: **JAVALUTION COFFEE COMPANY.**

**Article II. Principal Office and Mailing Address**

The principal office and mailing address of the Corporation shall be:

2485 East Sunrise Blvd.  
Suite 201A  
Fort Lauderdale, Florida

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**Article III. Nature of Corporate Business and Powers**

The general nature of the business to be transacted by this Corporation shall be to engage in or transact in any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

**Article IV. Capital Stock**

4.1 **Authorized Shares:** The total number of shares of capital stock that the Corporation has the authority to issue is 600,000,000 shares; consisting of 500,000,000 shares of common stock and 100,000,000 shares of preferred stock.

4.2 **Rights for Preferred Shares:** The board of directors is expressly authorized to adopt from time to time, a resolution, or resolutions providing shares in each such series and to fix the designations and powers, preferences and relative, participating, optional and other qualifications, limitations and restrictions of such shares, of each such series.

4.3 **Series A Convertible Preferred Shares.** Rights of Holders of our Series A Convertible Preferred Shares:

Holders of our Series A Convertible Preferred shall be entitled to receive a cumulative dividend at a rate of 8.0% per year, payable annually, in cash or shares of the Company's common stock at the Company's election. Each share of Series A Preferred Stock is convertible into four shares of the Company's common stock at the conversion rate of \$.25 per share.

(1) **Dividends.**

(a) Regular Dividends. Each holder (a "Holder" and, collectively, the "Holders") of the Series A Convertible Preferred Shares shall be entitled to receive dividends at the specified rate. Such dividends shall be cumulative from (and including) such Preferred Share's Issuance Date and shall accrue daily, whether or not earned or declared, thereafter until paid and be calculated on the basis of a 360 day year. Dividends shall be payable in cash; provided, however that in lieu of paying such dividends in cash, the Company may, at its option, pay any or all of such dividends by delivery of a number of shares of Company common stock valued at \$.25 per share subject to adjustment as set forth herein.

(b) Participating Dividends. In the event any dividend or other distribution payable in cash or other property is declared on the Common Stock each Holder on the record date for such dividend or distribution shall be entitled to receive per Preferred Share on the date of payment or distribution of such dividend or other distribution the amount of cash or property that would be received by the Holders of the number of shares of Common Stock into which such Preferred Share would be converted pursuant to this Section 1(b) immediately prior to such record date.

Holder's Conversion Right. Subject to the terms and conditions set forth herein, at any time or times on or after the Issuance Date, any Holder of Series A Preferred Shares shall be entitled to convert any whole number of Preferred Shares into four (4) fully paid and nonassessable shares of Common Stock. The Company shall not issue any fractional shares of Common Stock upon any conversion. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one Preferred Share by a Holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of a fraction of a share of Common Stock. If, after the aforementioned aggregation, the issuance would result in the issuance of a fraction of a share of Common Stock, the Company shall round such fraction of a share of Common Stock up to the nearest whole share.

(c) Taxes. The Company shall pay any and all taxes that may be payable with respect to the issuance and delivery of Common Stock upon the conversion of Preferred Shares.

(d) Adjustments to Conversion Price and Number of Shares to be Received. The Share Conversion for the holders of the Series A Convertible Preferred Shares will be subject to adjustment from time to time as provided in this Section.

(i) Adjustment in Number of Shares to be received upon Subdivision or Combination of Common Stock. If the Company at any time subdivides (by any stock split, stock dividend, recapitalization or otherwise) one or more classes of its outstanding shares of Common Stock into a greater number of shares, the conversion ratios will be adjusted proportionately increased. If the Company at any time combines (by combination, reverse stock split or otherwise) one or more classes of its outstanding shares of Common Stock into a smaller number of shares, the Fixed Conversion Price in effect immediately prior to such combination will be proportionately increased.

(2) Reservation of Shares.

(a) Authorized and Reserved Amount. The Company shall, at all times so long as any of the Preferred Shares are outstanding, reserve and keep available out of its authorized and unissued Common Stock, solely for the purpose of effecting the conversion of the Preferred Shares, such number of shares (the "Reserved Amount") of Common Stock as shall from time to time be sufficient to effect the conversion of all of the Preferred Shares. The initial number of shares of Common Stock reserved for conversions of the Preferred Shares and each increase in the number of shares so reserved shall be allocated pro rata among the

Holders of the Preferred Shares based on the number of Preferred Shares held by each Holder at the time of issuance of the Preferred Shares or increase in the number of reserved shares, as the case may be. In the event a Holder shall sell or otherwise transfer any of such Holder's Preferred Shares, each transferee shall be allocated a pro rata portion of the number of reserved shares of Common Stock reserved for such transferor. Any shares of Common Stock reserved and allocated to any Person which ceases to hold any Preferred Shares shall be allocated to the remaining Holders of Preferred Shares, pro rata based on the number of Preferred Shares then held by such Holders.

(3) Voting Rights.

Holders of our Series A Preferred Shares shall have no voting rights, except as required by law, including but not limited to the General Corporation Law of the State of Florida, and as expressly provided herein.

(4) Liquidation, Dissolution, Winding-Up.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, the Holders of the Preferred Shares shall be entitled to receive in cash out of the assets of the Company, whether from capital or from earnings available for distribution to its stockholders (the "Liquidation Funds"), before any amount shall be paid to the holders of the Common Stock

(5) Preferred Rank.

All shares of Common Stock shall be of junior rank to all Preferred Shares in respect to the preferences as to distributions and payments upon the liquidation, dissolution and winding up of the Company. The rights of the shares of Common Stock shall be subject to the preferences and relative rights of the Preferred Shares.

4.4 Denial of Preemptive Rights: No holder of any shares of the Corporation of any class now or in the future authorized shall have any preemptive right as such holder (other than such right, if any, as the board of directors in its discretion may determine) to purchase or subscribe for any additional issues of shares of the Corporation of any class now or in the future authorized.

Article V. Registered Office and Agent

The street address of the Corporation's registered office and the registered agent for the Corporation at that address are:

Larry Legal  
800 West Cypress Creek Road  
Suite 470  
Fort Lauderdale, FL 33309

Article VI. Term of Existence

This duration of the Corporation shall be perpetual.

Article VII. Directors

The Company shall be authorized to have a Board of Directors of up to seven individuals but no less than three. The current directors are:

Scott Pumper  
Tony Sanzari  
David Briskie  
Michael Zimmerman  
Geoffrey Goldberg

Each of the directors has a mailing address of: 2485 East Sunrise Blvd. Suite 201A Fort Lauderdale, FL 33304

Directors shall hold office for a term of one year or until the next annual shareholders meeting.

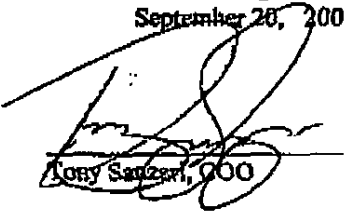
**Article IX. Indemnification**

The Corporation shall to the fullest extent permitted by law indemnify 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 is or was a director, officer, incorporator, 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.

The foregoing amendment and restatement was authorized and adopted by resolution of the Board of Directors and approved by the shareholders evidencing in excess of a majority of the total issued and outstanding capital stock entitled to vote, pursuant to a written consent of the shareholders in lieu of a meeting on September 19, 2007.

The number of votes cast by the shareholders for approval of the amendment was sufficient for approval.

The undersigned executed these Amended and Restated Articles of Incorporation on September  
September 20, 2007

  
Tony Sanzari, CEO