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DOOLEY & DRAKE, P.A.

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APPROVED AND FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

THE NAKED BEAN COFFEE BAR, INC.

Certificate of Status	0
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04 AUG 18 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE NAKED BEAN COFFEE BAR, INC.

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name and principal office of this Corporation are:

THE NAKED BEAN COFFEE BAR, INC.
1427 Pine Bay Drive
Sarasota, Florida 34231

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

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ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1432 First Street, Sarasota, Florida 34236, and the name of the initial registered agent of this Corporation at that address is WILLIAM A. DOOLEY.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be:

W. EDWARD LEVINS
KATHLEEN M. LEVINS

Address:
1427 Pine Bay Drive
Sarasota, Florida 34231

ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO BOARD OF DIRECTORS

This Corporation shall have Two (2) directors initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles are:

WILLIAM A. DOOLEY
1432 First Street
Sarasota, Florida 34236

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ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

ARTICLE IX - DURATION

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 16th day of August, 2004.



WILLIAM A. DOOLEY
Incorporator

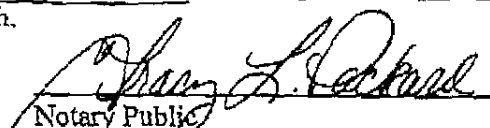
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 16th day of August, 2004, by WILLIAM A. DOOLEY who is personally known to me or who produced _____ as identification and who did not take an oath.

[SEAL]



Tracy L Packard
My Commission DD158885
Expires November 04 2006



Notary Public
Print Name: TRACY L. PACKARD
My Commission expires: _____

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That THE NAKED BEAN COFFEE BAR, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Sarasota, County of Sarasota, State of Florida, has named WILLIAM A. DOOLEY, located at 1432 First Street, Sarasota, Florida 34236, County of Sarasota, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



William A. Dooley, Esq.
Resident Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

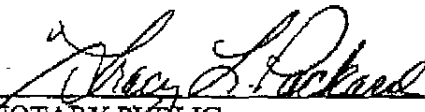
FILED

The foregoing instrument was acknowledged before me on the 16th day of August, 2004, by WILLIAM A. DOOLEY, ESQ., who is personally known to me or who has produced _____ as identification and who did not take an oath.

[SEAL]



Tracy L. Packard
My Commission DD158868
Expires November 04, 2006



NOTARY PUBLIC
Print Name: TRACY L. PACKARD
My Commission expires: _____

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