

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Quality Espresso USA Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
QUALITY ESPRESSO USA INC.**

The undersigned, acting as incorporator of QUALITY ESPRESSO USA INC. pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

QUALITY ESPRESSO USA INC.

ARTICLE II. ADDRESS

The principal place of business of the corporation shall be:

12800 NW 38 Avenue
Miami, FL 33054-4525

The mailing address of the corporation shall be:

2525 Ponce de Leon Boulevard
Suite 1225
Coral Gables, FL 33134

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The name and the Florida street address of the registered agent are:

Interamerican Corporate Services LLC
2525 Ponce de Leon Blvd., Suite 1225
Coral Gables, Florida 33134

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Patricia M. Hernandez
2525 Ponce De Leon Blvd., Suite 1225
Coral Gables, FL 33134

The incorporator of the corporation assigns to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the Board of Directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the Shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the Shareholders if the Shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE IX. DIRECTORS

The names and addresses of the initial Directors are:

Julian Melbourne
c/o Quality Espresso S.A.
Motores 1-9,
08040 Barcelona, Spain

Jordi Roure Boada
c/o Quality Espresso S.A.
Motores 1-9,
08040 Barcelona, Spain

Josep Casasayas Puig
c/o Quality Espresso S.A.
Motores 1-9,
08040 Barcelona, Spain

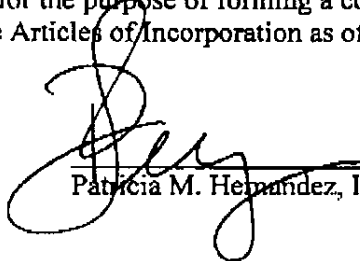
Rafael Viguer Muñoz
c/o Quality Espresso S.A.
Motores 1-9,
08040 Barcelona, Spain

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ARTICLE X. INDEMNIFICATION

The directors, officers and agents of the corporation shall not be personally liable or responsible for any contracts, debts or defaults of the corporation while acting for or on behalf of the corporation in any official or authorized capacity. The corporation shall indemnify all of its directors, officers, and agents from such liability to the fullest extent permitted by Florida law.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation as of September 11, 2008.



Patricia M. Hernandez, Incorporator

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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:

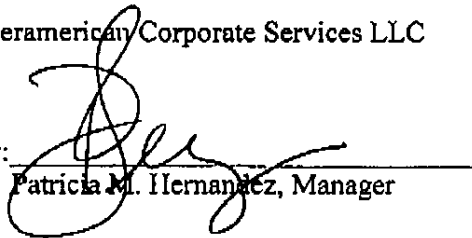
That QUALITY ESPRESSO USA INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 2525 Ponce de Leon Blvd., Suite 1225, Coral Gables, State of Florida, has named Interamerican Corporate Services LLC, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and that it is familiar with, and accepts, the obligations of that position.

Interamerican Corporate Services LLC

By:


Patricia M. Hernandez, Manager

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