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Fabian Bagdes
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904/258-7171
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April 27, 1995

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Pegasus Gourmet Coffee Company, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$122.50 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

Fabian Bagdes

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PEGASUS GOURMET COFFEE COMPANY, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is PEGASUS GOURMET COFFEE COMPANY, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation organized is for the sale of coffee and other products for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX
PRINCIPAL OFFICE

The street address of the principal office of the corporation is: 140 North Beach Street, #5A, Daytona Beach, Florida 32114. This is also the mailing address of the corporation.

ARTICLE SEVEN
REGISTERED OFFICE

The street address of the registered office of the corporation is 140 North Beach Street, #5A, Daytona Beach, Florida 32114, and the name of the initial registered agent at such address is Kenneth G. Rosier.

ARTICLE EIGHT
DIRECTORS

The board of directors shall consist of the following members:

Kenneth G. Rosier	1568 Hammock Drive Holly Hill, FL 32117
Thomas W. Pawson	43 Pinehurst Circle Ormond Beach, FL 32174

ARTICLE NINE
INCORPORATORS

The name and address of the sole incorporator is: Kenneth G. Rosier, 1568 Hammock Drive, Holly Hill, Florida 32117.

ARTICLE TEN
OFFICERS

The officers of the corporation shall be:

Thomas W. Pawson President	43 Pinehurst Circle Ormond Beach, FL 32174
Kenneth G. Rosier Vice President/ Secretary	568 Hammock Drive Holly Hill, FL 32117

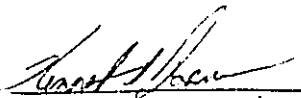
ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, I have signed my name this 27th day of April, 1995.


Kenneth G. Rosier

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 27th day of April, 1995, before me, the undersigned authority, appeared KENNETH G. ROSIER, who is personally known to me or who has produced Fl. Driver's license as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.



[Signature]
Notary Signature

Fabian Bagdes
Printed Signature

My Commission expires: 2/13/98

NOTICE OF REGISTERED AGENT

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

95 MAY -1 PM 4:17
FILED
SECRET
TALLAHASSEE, FLORIDA

The following is submitted in compliance with Chapter
48.091, Florida Statutes.

Pegasus Gourmet Coffee Company, Inc., a corporation organizing under the laws of the State of Florida, with its principal office at 140 North Beach Street, #5A, in the City of Daytona Beach, County of Volusia, in the State of Florida, has named Kenneth G. Rosier, who is located at 140 North Beach Street, #5A, Daytona Beach, Florida, as its registered agent to accept service of process within the State.

DIRECTOR:

Kenneth G. Rosier

Thomas W. Pawson

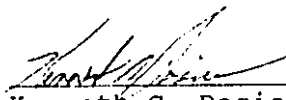
ADDRESS:

1568 Hammock Drive
Holly Hill, FL 32117

43 Pinehurst Circle
Ormond Beach, FL 32174

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and the names of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place as required by law.


Kenneth G. Rosier