

800-342-8888



PRINCIPAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 053321 12088A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

1.00000000000000000000
-1.00000000000000000000
+++++10.00 +++++10.00

ORDER DATE : August 14, 1996

ORDER TIME : 11:26 AM

ORDER NO. : 053321

CUSTOMER NO: 12088A

CUSTOMER: Thomas F. Kerney, Esq
THOMAS F. KERNEY, ESQ

Suite 210
1516 East Hillcrest Street
Orlando, FL 32803

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 14 PM 2:45

DOMESTIC FILING

NAME: CAPPUCCINO TIME, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXX PLAIN STAMPED COPY
 ____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED
96 AUG 14 PM 12:23
DIVISION OF CORPORATION

8/14/94

FILED
SECRETARY OF STATE
STATE OF FLORIDA

ARTICLES OF INCORPORATION

96 AUG 14 PM 2:45

OF

CAPPUCCINO TIME, INC.

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of this Corporation is:

Cappuccino Time, Inc.

The address of the principal office of the Corporation and the mailing address is: 1145 Brantley Estates Dr., Altamonte Springs, Florida 32714.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of ONE CENT (\$.01) per share.

ARTICLE IV - TERM OF EXISTENCE

The corporate existence shall commence on the date of filing of these Articles and shall continue perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1145 Brantley Estates Dr., Altamonte Springs, Florida 32714, and the name of the initial registered agent of this Corporation at that address is Debra Bellinkoff.

ARTICLE VI - DIRECTORS

There shall be two (2) members of the initial Board of Directors of the Corporation. The number of persons constituting the Board of Directors may be increased or decreased from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director. Any vacancy in the Board of Directors, however created, may be filled and any additional directors may be elected by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

Irwin Bellinkoff
1145 Brantley Estates Dr.
Altamonte Springs, FL 32714

Debra Bellinkoff
1145 Brantley Estates Dr.
Altamonte Springs, FL 32714

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VIII - AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator signing these Articles is:

Debra Bellinkoff
1145 Brantley Estates Dr.
Altamonte Springs, FL 32714

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ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of August, 1996.

Debra Bellinkoff
Debra Bellinkoff

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of Cappuccino Time, Inc.

Debra Bellinkoff
Debra Bellinkoff