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TALLAHASSEE, FL 32301-2607

800-342-8086

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PRESTIGE MAIL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 168438 81311A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 26, 1996

ORDER TIME : 11:35 AM

ORDER NO. : 168438-005

CUSTOMER NO: 81311A

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-11/26/96--01151--004  
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CUSTOMER: Ms. Ruth Stanley  
LANDIS GRAHAM FRENCH HUSFELD  
SHERMAN & FORD  
145 E. Rich Avenue

Deland, FL 32724

DOMESTIC FILING

NAME: BOSTON GOURMET COFFEHOUSE,  
INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XXXXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

FILED  
96 NOV 26 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 NOV 26 PM 2:12  
DIVISION OF CORP  
FROM

KR  
11-27-96

**ARTICLES OF INCORPORATION**  
**OF**  
**BOSTON GOURMET COFFEEHOUSE, INC.**

FILED  
96 NOV 26 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is **BOSTON GOURMET COFFEEHOUSE, INC.**

**ARTICLE II. DURATION**

This corporation shall exist perpetually.

**ARTICLE III. PURPOSE**

This corporation is organized as a small business corporation for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares, all of which shall be voting common shares with a par value of \$1.00 dollar. All stock when issued shall be fully paid for and shall be nonassessable.

**ARTICLE V. PREEMPTIVE RIGHTS**

No stockholder may sell or pledge this stock to any other person, firm, or corporation who is not a stockholder in this corporation unless he first notifies the corporation in writing, by registered mail, at its address listed with the Secretary of State for service of process at least six (6) months prior to such sale or pledge, such notice offering the same stock at the same terms to the corporation or to any holder of stock in the corporation, and no such sale or pledge shall be a valid transfer upon the books of the corporation if it occurs prior to the end of the six (6) months following the notice hereby required. Provided that if the corporation and each of its stockholders has refused to purchase such stock in a writing filed with the corporation, then such sale or pledge may be made at any time. This corporation shall have and reserve the right in issuing its capital stock reserves to repurchase any share or shares from any holder of such stock whether a person, estate, trust or corporation, firms or partnership upon the approval of a resolution authorizing and directing such a purchase by the Board of Directors of this corporation, approved by a majority of the stockholders assembled in any regular or special meeting; the owner or the holder of the stock shall be paid the full value of the stock at the time of the purchase by the corporation, such purchase price to be paid from the surplus of the corporate assets over liabilities including capital. This prohibition shall not preclude a stockholder transferring all or any part of his holdings to a family member, or to a trustee of a trust,

whether living or testamentary, revocable or irrevocable, or by will without complying with the provisions of this paragraph.

The shares represented by this certificate have not been registered under the Securities Act of 1933 or Chapter 517, Florida Statutes. The shares have not been acquired with a view to, or in connection with, any distribution thereof and may not be sold, pledged, hypothecated, transferred or otherwise disposed of in the absence of an effective registration statement for the shares under the Securities Act of 1933 and Chapter 517 or an opinion of counsel satisfactory to the corporation that registration is not required under such Act and Chapter.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

109 East New York Avenue  
DeLand, Florida 32724

and the name of the initial registered agent of this corporation at this address is:

JOSEPH D. VALENTE

ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this corporation is:

109 East New York Avenue  
DeLand, Florida 32724

and the mailing address of this corporation is:

109 East New York Avenue  
DeLand, Florida 32724

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

NAME	ADDRESS
Joseph D. Valente	109 East New York Avenue DeLand, Florida 32724

ARTICLE IX. OFFICERS

The officers of this corporation shall be a President, Vice President, Secretary, Treasurer and such other officers as the directors shall deem necessary. The names, titles and street addresses

of the first officers of the corporation who shall hold office subject to the provisions of these Articles of Incorporation, the Bylaws of this corporation, and the laws of the State of Florida, for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

PRESIDENT/SECRETARY/TREASURER:

Joseph D. Valento  
109 East New York Avenue  
DoLand, Florida 32724

#### ARTICLE X. INCORPORATORS

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

Joseph D. Valento

109 East New York Avenue  
DoLand, Florida 32724

#### ARTICLE XI. BYLAWS

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

#### ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK

Shares held may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

If the shareholders of this corporation elect for this corporation to be taxed as a Subchapter S corporation (as that term is defined in the Internal Revenue Code) then the following provisions shall apply.

1. No stockholder shall transfer all or any part of his shares of the corporation's stock if that transfer would cause an election made by the corporation to be taxed as an S corporation to terminate. Any such purported transfer shall be null and void. Without limiting the foregoing, any purported transfer will be null and void if, under the provisions of the Internal Revenue Code in effect at the time of the purported transfer,:

- (a) the transferee is a person ineligible to be a stockholder in an S corporation, or
- (b) the number of stockholders in the corporation immediately after the transfer would exceed the maximum number an S corporation is allowed to have.

This provision is subject to more specific provisions which may be set forth within the Bylaws of this corporation.

#### ARTICLE XIII. APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of a majority of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIV. SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation duly called as provided by law.

ARTICLE XV. MANAGEMENT OF CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

ARTICLE XVI. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or management of any corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XVII. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in general meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVIII. ACTION OF DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIX. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17 day of November, 1996.

  
JOSEPH D. VALENTE, Incorporator

STATE OF FLORIDA  
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **JOSEPH D. VALENTE**, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have herunto set my hand and affixed my official seal, in the State and County aforesaid, this 22 day of November, 1996.



Ruth Davis Stanley  
Notary Public, State of Florida  
RUTH DAVIS STANLEY  
Printed/Typed Name of Notary  
Commission No. CC 288713  
My Commission Expires: 5/23/97  
Personally Known XX AND/OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

FILED  
96 NOV 26 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

The undersigned Incorporator of **BOSTON GOURMET COFFEEHOUSE, INC.**, hereby designates the following individual as registered agent for this corporation:

**JOSEPH D. VALENTE**

Joseph D. Valente  
**JOSEPH D. VALENTE, Incorporator**

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned does hereby accept the designation as registered agent of **BOSTON GOURMET COFFEEHOUSE, INC.**

DATED this 22 day of November, A.D. 1996.

Joseph D. Valente  
**JOSEPH D. VALENTE**