

6/8/98

P98000052576

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: WORLDWIDE COFFEE, INC.  
Articles of Incorporation

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-06/10/98--01019--005  
\*\*\*122.50 \*\*\*122.50

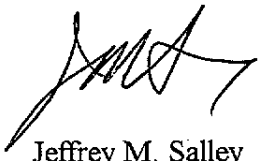
Dear Sir or Madam:

Enclosed for filing please find executed original and copies of original of the Articles of Incorporation for the above referenced Florida Corporation. Also enclosed, please find a check in the amount of \$122.50 for the filing fee and a certified copy.

Please file said Articles of Incorporation and return a certified copy of same to the address of the corporation, which is: 2324 S. Congress Avenue, Suite 2E, West Palm Beach, FL 33406.

Should there be any questions, please call me at 1-800-373-8005.

Sincerely,



Jeffrey M. Salley

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 10 AM 7:54

RP  
06-12-98

**ARTICLES OF INCORPORATION**

**OF**

**WORLDWIDE COFFEE, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JUN 10 AM 7:54

**WE, THE UNDERSIGNED**, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights and immunities of a corporation for profit.

I. The name of the corporation shall be:

**WORLDWIDE COFFEE, INC.**

II. The general character or nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

III. The maximum number of shares of stock that this corporation is authorized to have outstanding is 1,000 shares of common stock, each share having a par value of \$0.10.

IV. The amount of capital with which this corporation shall begin business is \$100.00

V. The principal place of business and mailing address of this corporation shall be:

**2324 S. Congress Avenue  
Suite 2E  
West Palm Beach, FL 33406**

VI. The name of the incorporator of this Corporation is Jeffrey M. Salley whose principal address is 2373 Snug Harbor Drive, Palm Beach Gardens, FL 33410.

VII. The name(s) and address of the Director(s) shall be:

Jeffrey M. Salley, 2373 Snug Harbor Drive, Palm Beach Gardens, FL 33410.  
Terri L. Salley, 2373 Snug Harbor Drive, Palm Beach Gardens, FL 33410.

VIII. The Corporation shall have perpetual existence.

IX. The officers of this Corporation shall be:

President: Jeffrey M. Salley  
Vice-President: Terri L. Salley  
Secretary: Terri L. Salley  
Treasurer: Jeffrey M. Salley


X. The initial Registered Agent and street address of this corporation is:

Jeffrey M. Salley  
2373 Snug Harbor Drive  
Palm Beach Gardens, FL 33410

XI. Stockholders of this corporation may enter into such stockholders' and trustee agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders' and trustee agreement.

XII. These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of stock entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned incorporator has executed these Articles of Incorporation this 8th day of June, 1998.

  
\_\_\_\_\_  
Signature

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:


WORLDWIDE COFFEE, INC.

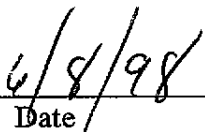
2. The name and address of the registered agent and office is:

Jeffrey M. Salley  
2373 Snug Harbor Drive  
Palm Beach Gardens, FL 33410

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*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
Signature

  
\_\_\_\_\_  
Date