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September 30, 1998

Secretary of State  
State of Florida  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Ashley Coffee Service, Inc.

200002655662--9  
-10/05/98--01089--007  
\*\*\*\*122.50 \*\*\*\*78.75

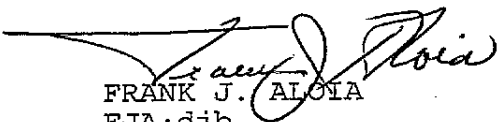
Dear Sir:

With regard to the above matter, please find enclosed original and one copy of Articles of Incorporation which I would appreciate your filing. I also enclose my trust account check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	\$ 35.00
<b>Total</b>	<b>\$122.50</b>

Please return a certified copy of the Articles of Incorporation to me at your earliest convenience.

Very truly yours,



FRANK J. ALOIA  
FJA:djb  
Enc.

P. Hall

OCT - 6 1998

(5)

98 OCT -5 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION**  
**OF**  
**ASHLEY COFFEE SERVICE, INC.**

FILED  
98 OCT -5 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

**ARTICLE I**

(Name)

The name of this corporation shall be: **ASHLEY COFFEE SERVICE, INC.**

**ARTICLE II**

(Duration)

The corporation is to commence its corporate existence on the date of filing these Articles of Incorporation with the Florida Department of State and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III**

(Purpose)

The general nature of the business to be transacted by this corporation is to sell and distribute Espresso Coffee machines and to engage in any other lawful activity or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV**

**(Stated Capital)**

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

**ARTICLE V**

**(Preemptive Rights)**

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**

**(Board of Directors)**

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

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

The names and street addresses of the members of the first Board of Directors, the President, Vice President, Secretary and Treasurer who, subject to the Bylaws of the Corporation, shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified are as follows:

NAME	ADDRESS	POSITION
CHARLES M. DICKSON JR.	11401 Osprey Landing Way Ft. Myers, FL 33908	President/ Secretary
MARIANNE J. DICKSON	11401 Osprey Landing Way Ft. Myers, FL 33908	V. President/ Treasurer

**ARTICLE VII**

(Principal Office)

The principal office and mailing address of this corporation is **11401 Osprey Landing Way, Ft. Myers, FL 33908.**

**ARTICLE VIII**

(Initial Office and Registered Agent)

The initial street address of the office of the corporation is **11401 Osprey Landing Way, Ft. Myers, FL 33908.**

The name and address of the initial Registered Agent of this corporation is **CHARLES M. DICKSON JR.**

**ARTICLE IX**

(Incorporator)

The names and street addresses of the persons signing these Articles of Incorporation are:

**CHARLES M. DICKSON JR.**  
11401 Osprey Landing Way  
Ft. Myers, FL 33908

**MARIANNE J. DICKSON**  
11401 Osprey Landing Way  
Ft. Myers, FL 33908

**ARTICLE X**

(Bylaws)

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE XI**

(Amendment)

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

**ARTICLE XII**

(Special/Regular Meetings)

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person by each Director.

**ARTICLE XIII**

(Miscellaneous)

No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

**IN WITNESS WHEREOF**, the undersigned have made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.

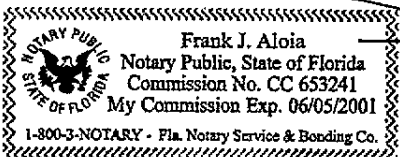
  
\_\_\_\_\_  
CHARLES M. DICKSON JR.

  
\_\_\_\_\_  
MARIANNE J. DICKSON

STATE OF FLORIDA  
COUNTY OF LEE

**I HEREBY CERTIFY** that before me, the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared CHARLES M. DICKSON JR. AND MARIANNE J. DICKSON, to me known to be the persons who made and who subscribed the foregoing Articles of Incorporation and who, without an oath, acknowledged executing the same for the uses and purposes therein contained.

**WITNESS** my hand and official seal this 30th day of September, 1998.

  
\_\_\_\_\_  
Notary Public

**ACCEPTANCE BY REGISTERED AGENT**

CHARLES M. DICKSON JR., Registered Agent, having been named to accept

service of process for the above stated corporation, at place designated in these Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
CHARLES M. DICKSON JR.

FILED  
98 OCT -5 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA