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DUBINER & WILENSKY, P.A.

ATTORNEYS AT LAW

Northbridge Centre

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MICHAEL DUBINER
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February 3, 1999

Via Overnight Delivery

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-02/04/99-01080-008
*****70.00 *****70.00

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: **Stone Grove Coffee Company, Inc.**

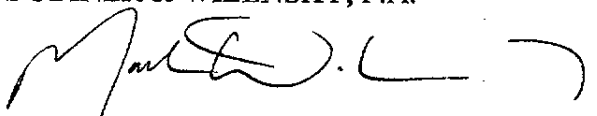
Ladies and Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Incorporation for Stone Grove Coffee Company, Inc., Certificate of Designation of Registered Agent/Registered Office, and the filing fee of \$70.00. Please file the Articles and provide proof of same.

Thank you for your attention to this matter.

Very truly yours,

DUBINER & WILENSKY, P.A.




MARK WILENSKY

MW/rap

Enclosures

FILED
99 FEB -4 PM 4:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FEB 8 1999


ARTICLES OF INCORPORATION
OF
STONE GROVE COFFEE COMPANY, INC.

FILED
99 FEB -4 PM 4:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 621 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

STONE GROVE COFFEE COMPANY, INC.

The address of the principal office of this corporation shall be 950 Linton Boulevard, Delray Beach, Florida 33444, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses 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 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 950 Linton Boulevard, Delray Beach, Florida 33444, and the name of the initial registered agent of the corporation at that address is Fred P. Hurt.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Fred P. Hurt Director	950 Linton Boulevard Delray Beach, Florida 33444
Kellie C. Hurt Director	950 Linton Boulevard Delray Beach, Florida 33444

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Fred P. Hurt Pres./Treasurer	950 Linton Boulevard Delray Beach, Florida 33444
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Kellie C. Hurt
Vice President/
Secretary

950 Linton Boulevard
Delray Beach, Florida 33444

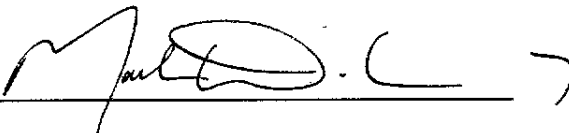
ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of
Incorporation:

Dubiner & Wilensky, P.A.
515 North Flagler Drive
Suite 325
West Palm Beach, FL 33401-4349

IN WITNESS WHEREOF, the undersigned agent of Dubiner & Wilensky, P.A.
has hereunto set their hand and seal of Dubiner & Wilensky, P.A., on
Feb. 3, 1999.

DUBINER & WILENSKY, P.A.

By: 

Its Agent, Mark Wilensky

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
STONE GROVE COFFEE COMPANY, INC.

Dubiner & Wilensky, P.A., as sole incorporator, for value received hereby
assigns any and all rights it may have as such incorporator to the following:

Fred P. Hurt

Dated: Feb. 3, 1999

DUBINER & WILENSKY, P.A.

By: Mark Wilensky

Its Agent, Mark Wilensky

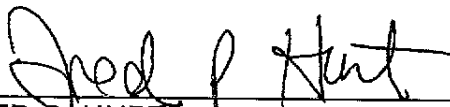
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: Stone Grove Coffee Company, Inc.
2. The name and address of the registered agent and office is:

Fred P. Hurt
950 Linton Boulevard
Delray Beach, Florida 33444

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.



FRED P. HURT

FILED
99 FEB -4 PM 4: 03
SECRETARY OF STATE
TALLAHASSEE FLORIDA