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STEWART A. MERKIN
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October 1, 1998

TEL.: (305) 358-5800
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Via Federal Express

Secretary of State
State of Florida
Qualification/Tax Lien Sec.
409 E. Gaines Street
Tallahassee, Florida 32399

700002654397--8
-10/02/98--01061--004
****112.50 *****78.75

Re: Coffee America Holdings, Inc., a Delaware corporation

Dear Sir or Madam:

The enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida, Certificate of Existence and check in the amount of \$112.50 (filing fee and certified copy of filing) are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Stewart A. Merkin, Esq.
Merkin & Iglesias, P.A.
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131

Should you need to call someone concerning this matter, please call:

Elly Gonzalez at 305-358-5800 ext. 238.

Thanking you in advance for your assistance in this regard.

Very truly yours,


Elia C. Gonzalez
encls.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

1. COFFEE AMERICA HOLDINGS, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. STATE OF DELAWARE 3. 13-3976455
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 08-01-97 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 09-01-98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. c/o Coffee America (USA) Corporation
161 Maiden Lane, New York, NY 10038
(Current mailing address)
8. to engage in any lawful act or activity for which a corporation may be organized
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

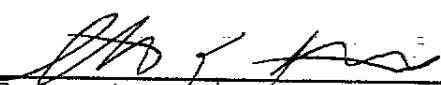
9. **Name and street address of Florida registered agent:**

Name: Stewart A. Merkin, Esq.
Office Address: 444 Brickell Avenue, Suite 300
Miami, Florida, 33131
(Zip Code)

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10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)
Stewart A. Merkin, Esq.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Stephan Erkelens
Address: 161 Maiden Lane
New York New York 10038

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Juan A. Vega, Sr.
Address: 6910 Barquera Street
Coral Gables, Florida 33146

Vice President: _____
Address: _____

Secretary: Francisco Murillo
Address: 16746 N.W. 14th Court
Pembroke Pines, Florida 33028

Treasurer: Francisco Murillo
Address: 16746 N.W. 14th Court
Pembroke Pines, Florida 33028

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

→ 13. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JUAN A. VEGA, SR., President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COFFEE AMERICA HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 PM 2:32



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9326008

DATE:

09-28-98