



THE UNITED STATES
CORPORATION
COMPANY

A98000002289

ACCOUNT NO. : 072100000032

REFERENCE : 984294 5315A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 367.50

ORDER DATE : October 5, 1998

ORDER TIME : 11:05 AM

ORDER NO. : 984294-005

CUSTOMER NO: 5315A

200002655702--3

CUSTOMER: Merritt A. Gardner, Esq
TRENAM KEMKER SCHARF BARKIN
FRYE O'NEILL & MULLIS, P.A.
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: ASHLEY ESPRESSO, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

BK 10/5/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -5 PM12:56

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -5 PM12:09

ASHLEY ESPRESSO, LTD.

CERTIFICATE OF LIMITED PARTNERSHIP

I, Robert W. Bell, Sr., in his capacity as General Partner, hereby signs this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida. This Certificate of Limited Partnership has been duly executed and is being filed in accordance with Section 620.108, Florida Statutes.

1. Name of the Partnership. The name of the Partnership shall be ASHLEY ESPRESSO, LTD.

2. Office and Mailing Address of the Partnership. The address of the office of the Partnership and the mailing address of the Partnership shall be 3201 South Dale Mabry, Tampa, Florida 33629.

3. Agent for Service of Process. The name and address of the agent for service of process of the Partnership are as follows:

Robert W. Bell, Sr.
5146 San Jose
Tampa, Florida 33629

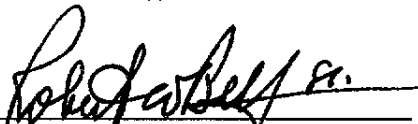
4. Name and Business Address of General Partner. The name and business address of the General Partner is as follows:

Robert W. Bell, Sr.
5146 San Jose
Tampa, Florida 33629

5. Latest Date of Dissolution. The latest date on which the Partnership is to dissolve is October 2, 2028.

DATED this 2nd day of October, 1998.

By:


Robert W. Bell, Sr.

"GENERAL PARTNER"

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -5 PM 12:56

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -5 PM 12:56

BEFORE ME, the undersigned authority, personally appeared Robert W. Bell, Sr., in his capacity as General Partner of ASHLEY ESPRESSO, LTD., a Florida limited partnership being formed (the "Partnership"), who, upon being sworn, certifies as follows:

1. The amount of the initial capital contribution to be made to the Partnership by the Limited Partners is real and personal property having a value of Forty Thousand and No/100 Dollars (\$40,000.00).

2. It is anticipated that there will be no additional capital contributions by the Limited Partners to the Partnership.

FURTHER AFFIANT SAYETH NOT.

Under penalties or perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

By: _____

Robert W. Bell, Sr.
Robert W. Bell, Sr.
5146 San Jose
Tampa, Florida 33629

The foregoing instrument was acknowledged before me this 2nd day of October, 1998, by Robert W. Bell, Sr.

NOTARY PUBLIC:

Sign: _____

Print: _____

State of Florida at Large (Seal)

My Commission Expires:



GRETCHEN HOLLANDER
My Commission CC482327
Expires Sep. 15, 1999
Bonded by ANB
800-852-5878