



THE UNITED STATES
CORPORATION
COMPANY

F00000000288

ACCOUNT NO. : 072100000032

REFERENCE : 554530 7170120

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 17, 2000

ORDER TIME : 2:36 PM

ORDER NO. : 554530-005

CUSTOMER NO: 7170120

CUSTOMER: Donald G. Ogden, Esq
Donald G. Ogden, P.a.
126 S. Commerce Street
Suite 102
Natchez, MS 39121-2084

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*****78.75 *****78.75

FOREIGN FILINGS

NAME: PARADISE AND ASSOCIATES, INC.

XXXX QUALIFICATION (TYPE: CO)

BK 1/18/00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 18 AM 11:21

RECEIVED
00 JAN 18 AM 8:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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

1. Paradise and Associates, 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. Mississippi 3. 64-0753724
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 24, 1987 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. The corporation is not yet doing business in Florida.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 417 Main Street, Natchez, MS 39120
(Current mailing address)

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8. Owning, operating, and managing coffee houses
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee , Florida, 32301
(Zip code)

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.

Corporation Service Company

By: _____

BRIAN COURTNEY, ASST. V.P.

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: See attached officers/directors rider David E. Paradise

Address: 417 Main Street, Natchez, MS 39120

Vice Chairman: David E. Paradise

Address: 417 Main St., Natchez, MS 39120

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider David E. Paradise

Address: 417 Main Street, Natchez, MS 39120

Vice President: David E. Paradise

Address: 417 Main Street, Natchez, MS 39120

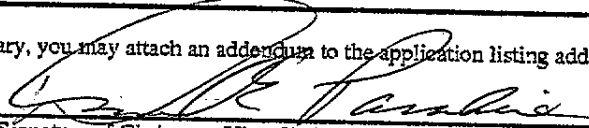
Secretary: David E. Paradise

Address: 417 Main Street, Natchez, MS 39120

Treasurer: David E. Paradise

Address: 417 Main Street, Natchez, MS 39120

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. David E. Paradise, Director and President
(Typed or printed name and capacity of person signing application)

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

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CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on August 24, 1987 the state of Mississippi issued a Charter/Certificate of Authority to:

PARADISE AND ASSOCIATES, INC.

That the state of incorporation is MISSISSIPPI.

THAT THE PERIOD OF DURATION IS 99 YEARS.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.

Given under my hand
and seal of office
January 11, 2000

Eric Clark

ERIC CLARK,
Secretary of State

