

F95000003476

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 222-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. (800) 442-8042
 FAX (904) 222-2222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Will Wait

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

1000011542521
 -07/20/95--01076--009
 ***\$22.50 ***\$22.50

SUBTOTALS	
FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY _____

WALK-IN _____
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

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. Espresso Masters, 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. New Jersey
(State or country under the law of which it is incorporated)
3. 22-32542313
(FEI number, if applicable)
4. 3/12/92
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 9/1/94
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 8080 N.W. 58 Street / P.O. Box 7429
Miami, Fl. 33166 / Carlstadt, N.J. 07072
(Current mailing address)
8. sale and distribution of coffee machines
(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: ANA SOUTO VILA
Office Address: 520 Biltmore Way
Coral Gables, Florida, 33134
(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.

Ana S. Vila
(Registered agent's signature)

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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Jose Angel Souto

Address: 8080 N.W. 58 St.

Miami, Fl. 33166

Vice President: Jose E. Souto

Address: 8080 N.W. 58 St.

Miami, Fl. 33166

U.P. Secretary: Jose Alberto Souto / Angel L. Souto

Address: 8080 N.W. 58 Street

Miami, Fl. 33166

V.P. Treasurer: Mario Alonso

Address: 368 Patterson Plank Road

Carlstadt, N.J. 07072

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.

Jose Angel Souto
(Typed or printed name and capacity of person signing application)

State of New Jersey



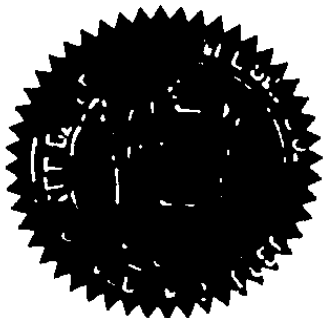
Department of State

ESPRESSO MASTERS, INC.

I the Secretary of State of the State of New Jersey DO HEREBY CERTIFY, that the records of this office show that the charter of the above-named corporation was filed in this office on the 12th day of March A.D. 1992 and said corporation has never been dissolved by action of its stockholders, nor has its charter been voided for non-payment of State taxes by Proclamation and now continues as an existing corporation within the State of New Jersey.

I FURTHER CERTIFY, that no amendments have been filed as of the date of this certificate.

IN TESTIMONY WHEREOF, I have hereunto set my Hand and affixed my Official Seal at Trenton this 12th day of July A.D. 1995.



Lonnie R. Harter
SECRETARY OF STATE

F9500003476

DEBIT MEMORANDUM

TO :
DEPARTMENT OF STATE

DATE: 8/19/95
OFFICIAL USE: [Signature]
NUMBER: 353

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	1,925.00	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	1,925.00	OTHER	4

CROSS REF	SAMAS CODE	DISTRIBUTION	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00		1	122.50
12	45-20-2-130001-45300000-00-000100-00		1	122.50
12	45-20-2-130001-45300000-00-000100-00		1	122.50
12	45-20-2-130001-45300000-00-000100-00		1	122.50
12	45-20-2-130001-45300000-00-000100-00		1	612.50
12	45-20-2-130001-45300000-00-000100-00		4	822.50

GRAND TOTAL: \$ 1,925.00

8-23-95 1016 609
53041-8
600333-6
[Signature]
[Signature]
[Signature]

Process Date: 07/26/95

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

[Signature]

State Treasurer