



THE UNITED STATES
CORPORATION
COMPANY

F98000002546

ACCOUNT NO. : 072100000032

REFERENCE : 799681 7151538

AUTHORIZATION :

Patricia Puyat

COST LIMIT : \$ 70.00

ORDER DATE : April 29, 1998

ORDER TIME : 9:42 AM

ORDER NO. : 799681-005

500002508925--6

CUSTOMER NO: 7151538

CUSTOMER:

The Company Corporation
Suite 3410
1313 N. Market Street
Wilmington, DE 19801-1150

W98-9924

FOREIGN FILINGS

NAME: COSTA RICA COFFEE COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

85/5
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DIVISION OF CORPORATIONS
98 MAY -4 AM 10:35

RECEIVED
98 MAY -4 AM 10:40
DIVISION OF CORPORATION

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: COSTA RICA COFFEE COMPANY
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

JEROME J. ODELL
(Name of Person)
COSTA RICA COFFEE COMPANY
(Firm/Company)
447 3RD AVE. N #306
(Address)
ST. PETERSBURG, FL. 33701
(City/State/Zip)

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

JEROME J. ODELL at (813) 822-7207
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 4, 1998

RESUBMIT

Please give original
submission date as file date.

CSC

SUBJECT: COSTA RICA COFFEE COMPANY
Ref. Number: W98000009924

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 898A00024306

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98 MAY -5 AM 9:53
DIVISION OF CORPORATIONS

**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. COSTA RICA COFFEE COMPANY
(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. DE. 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. FEB 18, 1998 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 447 3RD AVE N. #306
ST. PETERSBURG, FL. 33701
(Current mailing address)

8. MAIL-ORDER OF COFFEE, TEAS, & VITAMINS
(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.

Rose S. Mully
(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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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DIVISION OF CORPORATE AFFAIRS
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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: JEROME J. ODELL

Address: 1535 EDEN ISLE BLVD. N.E.
ST. PETERSBURG, FL. 33704

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: JEROME J. ODELL

Address: 1535 EDEN ISLE BLVD. N.E.
ST. PETERSBURG, FL. 33704

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Jerome J. Odell

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

14. JEROME J. ODELL, PRES. & C.E.O

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

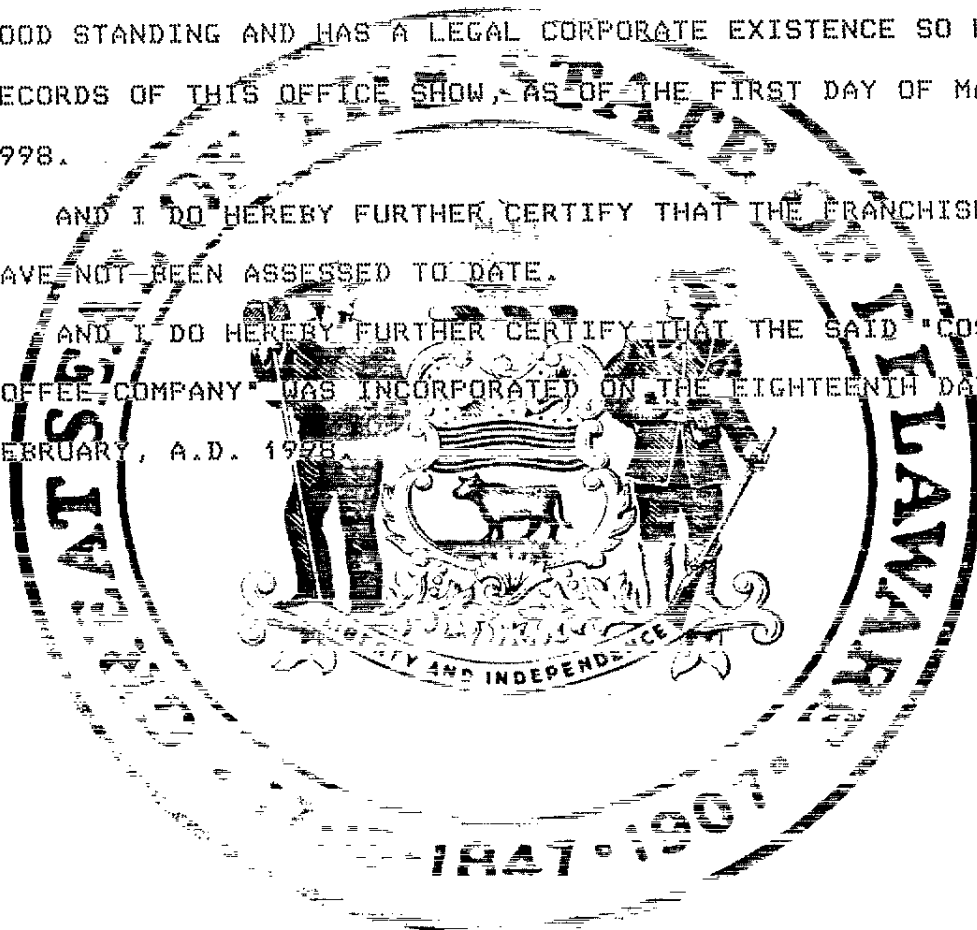
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COSTA RICA COFFEE COMPANY" 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 FIRST DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COSTA RICA COFFEE COMPANY" WAS INCORPORATED ON THE EIGHTEENTH DAY OF FEBRUARY, A.D. 1978.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

2857742 8300

981168065

AUTHENTICATION:

9058639

DATE:

05-01-98