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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-07/28/98--01013--019

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SUBJECT: COFFEE-CIGAR HOLDINGS, INC.
(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:

Stephen Levy (Pres.)
(Name of Person)

BIZCORP INTERNATIONAL INC.
(Firm/Company)

292 S. County Road, #500
(Address)

Palm Beach, FL 33480
(City/State/Zip)

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

Stephen Levy
(Name of Person)

at (561) 776-2277
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

**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. COFFEE-CIGAR 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. NEVADA
(State or country under the law of which it is incorporated)
3. 88-0395354
(FEI number, if applicable)
4. June 3, 1998
(Date of Incorporation)
5. Perpetual
(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. 515 N. Flagler Dr., #300P
West Palm Beach, FL 33401
(Current mailing address)
8. Ownership of restaurants and coffee houses.
(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:** (P.O. Box or Mail Drop Box **NOT** acceptable)

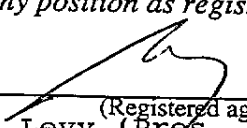
Name: LegalMark Corporation

Office Address: 4262 Northlake Blvd., #1231

Palm Beach Gardens, Florida, 33410
(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.

By: 
(Registered agent's signature)
Stephen Levy (Pres. LegalMark Corporation)

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.

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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: Valentin Fernandez

Address: 515 N. Flagler Dr., #300P
West Palm Beach, FL 33401

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Valentin Fernandez

Address: 515 N. Flagler Dr., #300P
West Palm Beach, FL 33401

Vice President: _____

Address: _____

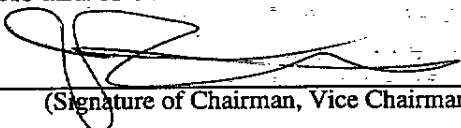
Secretary: Valentin Fernandez

Address: 515 N. Flagler Dr., #300P
West Palm Beach, FL 33401

Treasurer: Valentin Fernandez

Address: 515 N. Flagler Dr., #300P
West Palm Beach, FL 33401

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. Valentin Fernandez (Chairman)
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **COFFEE-CIGAR HOLDINGS, INC.** as a Corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 3, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Las Vegas, Nevada, on July 6, 1998.



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Dean Heller
Secretary of State

By *Deanne Maguire*
Certification Clerk