

K07450

(Requestor's Name)

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PICK-UP WAIT MAIL

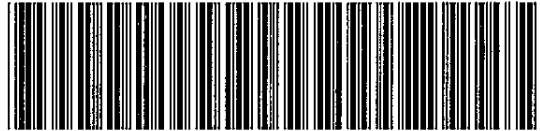
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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*Amended &
Restated*

02/25/04--01040--004 **52.50

RECEIVED
04 FEB 25 AM 11:30
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
04 FEB 25 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2/25/04

Sunstate Research

Requester's Name

Address

City/State/Zip

Phone #

656-5454

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Coffeecal, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

OTHER FILINGS

- Annual Report
- Fictitious Name

AMENDMENTS

- Amendment + Re-state 2
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COFFEECOL, INC.**

FILED
04 FEB 25 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Coffeecol, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), does hereby certify pursuant to Section 607.1007 of the Florida Business Corporation Act, that:

1. The name of the Corporation is Coffeecol, Inc.
2. The Second Amended and Restated Articles of Incorporation of the Corporation restate and amend the Amended and Restated Articles of Incorporation of the Corporation. The Second Amended and Restated Articles of Incorporation were adopted by the Directors and Stockholders of the Corporation by unanimous consent action dated February 21st, 2004 pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act.
3. The text of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended and restated in its entirety as follows:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of this corporation is COFFEECOL, INC., and its address is 1390 South Dixie Highway, Suite 1204, Miami, Florida 33146.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on December 16, 1987, unless dissolved according to law.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The total number of shares of common stock which the Corporation shall have authority to issue is 50,000,000, par value \$.0001 per share, all of one class.

Except as otherwise provided by law, each share of common stock shall entitle the holder thereof to one (1) vote in any matter submitted to a vote of Stockholders of the Corporation. The Corporation elects to have preemptive rights pursuant to Section 607.0630 of the Florida Business Corporation Act.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name of the registered agent of this corporation is Markham Leventhal, and his address is 777 Brickell Avenue, Suite 500, Miami, Florida 33131.

ARTICLE VI - BOARD OF DIRECTORS

The number of Directors may be increased or decreased from time to time as permitted by the Bylaws but shall never be less than one (1).

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors of the Corporation.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. A Director shall, in the performance of his duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or committees of the Board of Directors, or by any other person as to matters the Directors reasonably believed are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

To the fullest extent permitted by the laws of the State of Florida, as the same exists or may hereafter be amended, a Director of the Corporation shall not be liable to the Corporation or its Stockholders for monetary damages for a breach of fiduciary duty as a Director, except (i) for any breach of the Director's duty of loyalty to the Corporation or its Stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Director derived an improper personal benefit. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX - INCORPORATION

The name of the person incorporating the original Articles of Incorporation is Eric J. Kaplan, and his address is 4800 Le Jeune Road, Suite 200, Miami, Florida 33146.

ARTICLE X - AMENDMENT OR REPEAL

The Corporation reserves the right to amend, alter, or repeal any other provision contained in these Second Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights of Stockholders herein are subject to this reservation.

ARTICLE XI - SHAREHOLDER ACTIONS

The Stockholders agree that they will not take any action otherwise permitted to be taken pursuant to Section 607.1003(6) of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Incorporation this 24th of February, 2004.

COFFRECOL, INC.

By: _____

Andres Gaviria
President and Chief Executive Officer

**CERTIFICATE OF DESIGNATION
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name and address of the corporation is:

COFFEECOL, INC.
1390 South Dixie Highway, Suite 1204
Miami, Florida 33146

2. The name/address of the registered agent and office is:

Markham Leventhal, Esq.
777 Brickell Avenue, Suite 500
Miami, Florida 33131