



L010000001946

ACCOUNT NO. : 072100000032

REFERENCE : 972722 7237905

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 125.00

ORDER DATE : January 22, 2001

ORDER TIME : 2:49 PM

ORDER NO. : 972722-001

CUSTOMER NO: 7237905

9000036555558--3

CUSTOMER: Mr. Scott D. Winters
Mr. Scott D. Winters

603 Marsh Cove Ln

Ponte Vedra Bea, FL 32082

DOMESTIC FILING

NAME: BLUE RIVER COFFEE CO., LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

JB
2-7-01

01 FEB -6 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVE
AND
FILED

RECEIVED
01 FEB -6 PM 4:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

BLUE RIVER COFFEE CO., LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 1106 Highway A1A, #401, Ponte Vedra Beach, Florida, 32082.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Member: Scott Winters

603 Marsh Cove Lane
Ponte Vedra Beach, FL 32082

01 FEB - 6 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

The undersigned authorized representative of a member of
BLUE RIVER COFFEE CO., LLC hereby executes these articles of
organization on this 6th Day of February 2001.

CORPORATION SERVICE COMPANY

Laura R. Dunlap
BY: Laura R. Dunlap
as its agent as authorized
representative of Blue River
Coffee Co., LLC

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation
authorized to transact business in this State, having a
business office identical with the registered office of the
Limited Liability Company named above, and having been
designated as the registered agent in the above and
foregoing articles, is familiar with and accepts the obligations
of the position of registered agent under Section 608.415 or
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

Dated: February 6, 2001

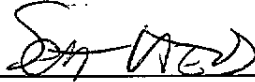
DBC/jjw

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of Blue River Coffee Co., LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 24 day of JANUARY, 2001.

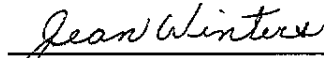


Signature



Print Name of Signer

WITNESS:



Signature



Print Name of Witness

WITNESS:



Signature



Print Name of Witness

APPROVED
AND
FILED

01 FEB -6 AM 9:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA