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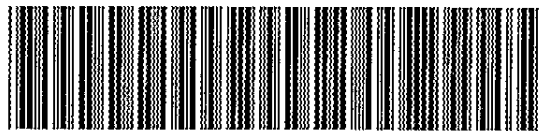
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CLERK OF STATE
TALLAHASSEE, FLORIDA



Attorneys & Counselors at Law

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Riverwood 100, Suite 2220
3350 Riverwood Parkway
Atlanta, Georgia 30339

404.814.0000
Fax: 404.816.8900

September 3, 2003

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Filing of Articles of Merger for Boca Java, LLC

Dear Sir or Madam:

Attached please find the Articles of Merger for Boca Java, LLC to be filed in accordance with the Florida Limited Liability Company Act. Please return a certified copy of the filed Articles of Merger to me at the address set forth above in the letterhead. I have enclosed a check in the amount of \$68.75 to cover all filing fees and certified copy fees.

If you have any questions regarding the above, please call me at (404) 814-0000, ext. 5, or send any correspondence to the address stated above.

Sincerely,

A handwritten signature in black ink, appearing to read "Steve Mudder".

Steven J. Mudder

SJM:lmk

ARTICLES OF MERGER
of
BOCA JAVA, LLC
(a Florida limited liability company)
with and into
BOCA JAVA, INC.
(a Delaware corporation)

LO2-2432

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FILED

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act, each of the undersigned entities adopts the following Articles of Merger for the purposes of merging into a single corporation:

1. The Plan of Merger is attached hereto.
2. The merger of Boca Java, LLC with and into Boca Java, Inc. (the "Merger") shall become effective upon the later of (i) the date of filing by the Secretary of State of the State of Florida of the Articles of Merger to be delivered to and filed with the Secretary of State of the State of Florida in connection with the Merger, or (ii) the date of filing by the Secretary of State of the State of Delaware of the Certificate of Merger to be delivered to and filed with the Secretary of State of the State of Delaware in connection with the Merger.
3. The Plan of Merger was approved by the sole member of Boca Java, LLC in accordance with the applicable provisions of the Florida Limited Liability Company Act on September 3, 2003. The Plan of Merger was approved by the Board of Directors and sole stockholder of Boca Java, Inc. in accordance with the applicable provisions of the Delaware General Corporation Law on September 3, 2003.
4. The address of the principal office of Boca Java, Inc., the surviving entity to the Merger, is 3003 Yamato Road, Suite C 8-1082, Boca Raton, Florida 33434.
5. Boca Java, Inc., the surviving entity to the Merger, is deemed to have appointed the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of Boca Java, LLC.
6. Boca Java, Inc. has agreed to promptly pay to dissenting members of Boca Java, LLC the amount, if any, such dissenting members are entitled to under Section 608.4384 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be signed in their respective names and on their respective behalf on this 3rd day of September, 2003.

BOCA JAVA, LLC

By:

Bruce K. Freek
Bruce K. Freek, Managing Member

BOCA JAVA, INC.

By:

Bruce K. Freek
Bruce K. Freek, President

PLAN OF MERGER
of
BOCA JAVA, LLC
(a Florida limited liability company)
with and into
BOCA JAVA, INC.
(a Delaware corporation)

I.

CONSTITUENT ENTITIES

The name of each constituent entity is as follows: BOCA JAVA, LLC, a limited liability company organized under the laws of the State of Florida ("Boca LLC"), and BOCA JAVA, INC., a corporation organized under the laws of the State of Delaware ("Boca Inc.").

II.

SURVIVING CORPORATION

The name of the surviving corporation is Boca Java, Inc. and following the merger its name shall remain Boca Java, Inc.

III.

MERGER

Boca LLC shall be merged with and into Boca Inc. (the "Merger") with the effects set forth in Section 264 of the Delaware General Corporation Law and Section 608.4383 of the Florida Limited Liability Company Act.

IV.

CERTIFICATE OF INCORPORATION

The Certificate of Incorporation of Boca Inc. to be in effect immediately following the Merger is attached as Exhibit A hereto, and shall remain in effect until thereafter duly altered, amended or replaced in accordance with applicable law.

V.

DIRECTORS AND OFFICERS

Upon the effectiveness of the Merger, the directors and officers of Boca Inc. immediately prior to the Merger shall remain the respective directors and officers of the surviving corporation after the Merger, holding office in accordance with the Bylaws of Boca Inc.

VI.

MANNER AND BASIS OF CONVERTING SHARES

Upon the Merger becoming effective in accordance with Article VII below, by virtue of the Merger and without any action on the part of any person to whom membership interests in Boca LLC were issued, each outstanding membership interest in Boca LLC will be automatically converted into one share of the common stock, par value \$0.001 of Boca Inc. All shares of capital stock of Boca Inc. outstanding immediately prior to the Merger will be canceled upon the Merger becoming effective.

VII.

EFFECTIVE DATE

The Merger shall become effective upon the later of (i) the date of filing by the Secretary of State of the State of Florida of the Articles of Merger to be delivered to and filed with the Secretary of State of the State of Florida in connection with the Merger, or (ii) the date of filing by the Secretary of State of the State of Delaware of the Certificate of Merger to be delivered to and filed with the Secretary of State of the State of Delaware in connection with the Merger.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be signed in their respective names and on their respective behalf on this 3rd day of September, 2003.

BOCA JAVA, LLC

By:

Bruce K. Frcek
Bruce K. Frcek, Managing Member

BOCA JAVA, INC.

By:

Bruce K. Frcek
Bruce K. Frcek, President

Exhibit A

Amended and Restated Certificate of Incorporation of Boca Java, Inc.

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BOCA JAVA, INC.**

**(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)**

Boca Java, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

FIRST: That the name of this corporation is Boca Java, Inc. and that this corporation was originally incorporated pursuant to the General Corporation Law on February 27, 2003 under the name Boca Java, Inc.

SECOND: That the Board of Directors duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows: --

RESOLVED, that the Certificate of Incorporation of this corporation be amended and restated in its entirety as follows:

ARTICLE 1

The name of this corporation is Boca Java, Inc. (the "Corporation").

ARTICLE 2

A. The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, city of Wilmington, county of New Castle, Delaware 19808. The name of the Corporation's registered agent at such address is Corporate Agents, Inc.

ARTICLE 3

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE 4

This Corporation is authorized to issue one class of stock to be designated "Common Stock," with a par value of \$0.001 per share. The total number of shares which the Corporation is authorized to issue is one hundred million (100,000,000).

ARTICLE 5

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE 6

The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

ARTICLE 7

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE 8

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the Bylaws of the Corporation.

ARTICLE 9

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for

liability (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 that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of Delaware is amended after approval by the stockholders of this Article 9 to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware as so amended.

Any repeal or modification of the foregoing provisions of this Article 9 by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE 10

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and other agents of the Corporation (and any other persons to which the General Corporation Law of Delaware permits the Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law of Delaware, subject only to limits created by the General Corporation Law of Delaware (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its stockholders, and others.

Any amendment, repeal or modification of the foregoing provisions of this Article 10 shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director, officer or agent of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

ARTICLE 11

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

* * *

THIRD: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of said corporation in accordance with Section 228 of the General Corporation Law.

FOURTH: That said Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of this corporation's Restated Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 3rd day of September, 2003.



Bruce K. Freek, President