

**LAW OFFICE
OF
GREGORY D. LERCH**
ATTORNEY AND COUNSELOR AT LAW

GREGORY D. LERCH*

OF COUNSEL:
ANTHONY M. NARDELLA
FREDERICK H. NELSON
(*ADMITTED IN FLORIDA, MARYLAND AND DC)

1081 SANDY LANE
LONGWOOD, FLORIDA 32779
TELEPHONE (407) 869-0020
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April 1, 2004

Attn: New Filing Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

SUBJECT: GOOD MORNING COFFEE, LLC

Enclosed are an original and one copy of the Articles of Organization and a Designation and Acceptance of Registered Agent for a Florida Limited Liability Company. I have also enclosed a check in the amount of \$125.00 for the requisite filing fee and certificate. Please send the certificate at your earliest convenience to:

Law Offices of Gregory Lerch
1081 Sandy Lane
Longwood, Florida 32779

I can be reached at (407) 869-0020 if you have any further questions. Thank you in advance for your cooperation.

Sincerely,

Gregory Lerch

GDL/kl
enclosures

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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

FOR

GOOD MORNING COFFEE, LLC

**A Florida Limited Liability Company
816 Point Pleasant Place
Altamonte Springs, Florida 32701**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I
NAME

The name of this Limited Liability Company shall be GOOD MORNING COFFEE, LLC (hereinafter "L.L.C.").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the L.L.C. is 816 Point Pleasant Place, Altamonte Springs, Florida 32701.

ARTICLE III
DURATION

The L.L.C. shall commence its existence on the date these Articles Of Organization are filed by the Florida Department of State. The L.L.C.'s existence shall be perpetual unless the L.L.C. is dissolved earlier as provided in these Articles Of Organization or in the regulations.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the L.L.C. in the state of Florida are EUGENE F. LANGER, JR., 816 Point Pleasant Place, Altamonte Springs, Florida 32701. The L.L.C. may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

ARTICLE V
ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the L.L.C. except with the unanimous written consent of all the managers of the L.L.C.

ARTICLE VI
MANAGEMENT

The L.L.C. shall be managed by its members and is, therefore, a member-managed company.

ARTICLE VII
INDEMNIFICATION

In addition to any rights and duties under applicable law, the L.L.C. shall indemnify and hold harmless all of its present and former members from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said manager in their capacity as such except for willful misconduct or gross negligence.

ARTICLE VIII
LIMITED LIABILITY OF MEMBERS

The private property of the members shall not be subject to payment of the L.L.C.'s debts to any extent.

ARTICLE IX
AMENDMENT

This L.L.C. reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE X
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

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OFFICE OF THE CLERK
STATE OF CALIFORNIA
COUNTY OF SAN DIEGO

IN WITNESS WHEREOF, the undersigned, being the member hereinbefore named, for the purpose of forming a L.L.C. under Florida Statutes, Chapter 608, and other laws of the state of Florida, to do business both within and without the State of Florida, does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set his hand and seal this 2 day of APRIL, 2004.

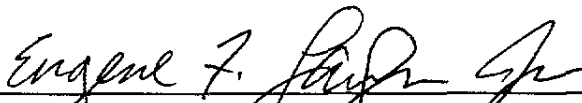

EUGENE F. LANGER, JR.
Member

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

(In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Date 4-2-04


EUGENE F. LANGER, JR. Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS