



THE UNITED STATES
CORPORATION
COMPANY

M99000000303

ACCOUNT NO. : 072100000032

REFERENCE : 151364 4729072

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ ~~70.00~~ 285.00 KH

ORDER DATE : March 1, 1999

ORDER TIME : 9:52 AM

ORDER NO. : 151364-005

CUSTOMER NO: 4729072

CUSTOMER: Ms. Julie Higbee
Cohen Pollock Merlin Axelrod &
Suite 300
2100 Riveredge Parkway, N.W.
Atlanta, GA 30328

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FOREIGN FILINGS

NAME: SEATTLE'S BEST COFFEE, LLC

XXXX QUALIFICATION (TYPE: LL)

500002793115--8

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria Stephens

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:**

1. Seattle's Best Coffee LLC
(Name of foreign limited liability company)
2. Washington State
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 91-1895025
(FEI number, if applicable)
4. March 12, 1998
(Date of Organization)
5. December 31, 2048
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1321 Second Avenue, Suite 200
Seattle, Washington, 98101
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Seattle Coffee Company</u>	<u>Member</u>	<u></u>	<u></u>
<u>Six Concourse Pkwy.</u>		<u></u>	
<u>Suite 1700</u>		<u></u>	
<u>Atlanta, GA 30328</u>		<u></u>	
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

SEATTLE'S BEST COFFEE, LLC certifies:

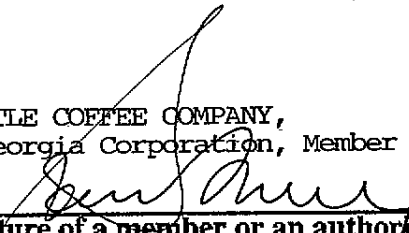
1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 0;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 0.
(This total includes amounts from 2 and 3 above.)

SEATTLE COFFEE COMPANY,
a Georgia Corporation, Member

By: 

Signature of a member or an authorized representative of a member.

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

By: Samuel N. Frankel, Vice President

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

SEATTLE'S BEST COFFEE LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

City/State/Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 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.

By: Sylvia M. White
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

SEATTLE'S BEST COFFEE LLC

I FURTHER CERTIFY that the records on file in this office show that the
above named limited liability company was formed under the laws of the
State of Washington and was issued a Certificate of Formation
in Washington on March 12, 1998.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution
have been filed, and that the limited liability company is duly authorized to
transact business in the limited liability company form in the State of Washington.



Date: March 1, 1999

*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*


S. H. MUNRO
Ralph Munro, Secretary of State