

REFERENCE

323092

<u>436</u>0757

AUTHORIZATION

COST LIMIT

\$ 285.00

ORDER DATE: July 28, 1999

2:28 PM ORDER TIME :

ORDER NO. : 323092-015

000002949740--1

CUSTOMER NO: 4360757

CUSTOMER: Ms. Suzie Sendroy

Starbucks Corporation 2401 Utah Ave. South 8th Floor, Ms:s-lal Seattle, WA 98134

FOREIGN FILINGS

NAME: URBAN COFFEE OPPORTUNITIES, LLC

XXXX QUALIFICATION (TYPE: <u>LL</u>)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

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

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

1. UR	BAN COFFEE OPPORTUNITIES, L	LC .	· =,	<u> </u>
(Name	e of foreign limited liability company muntained in the name at present.)	st end with the wo	ords "limited company" or their abbrev	riation "L.C." if not
2. W	lashington	3.	91-1896233	<u> </u>
(Jurise	diction under the law of which foreign lin any is organized)		(FEI number, if applicab	le)
4.	3/27/98	5.	February 28, 2011	
	(Date of Organization)		(Duration: Year limited liability corexist or "perpetual")	npany will cease to
6.	n/a	· .		-
 .	(Date first transacted business in	n Florida. (See sect	tions 608.501, 608.502, and 817.155, F.	S.)
7.	2401 Utah Ave. South, MS	: S-LA1, Seat	tle, WA 98134	
		(Street address of p	rincipal office)	-
		,	_	
			in a manchar[MCDM] or mone	gerl MGR Iwho
8. List n	name, title, and business address	of each manag	ing memberlivicity of mana	e if necessary)
8. List n will n	name, title, and business address manage the foreign limited liability	of each manag	Florida: (attach additional pag	e if necessary)
8. List n will n	nanage the foreign limited liabilit	ty company in	Florida: (attach additional pag	e if necessary)
8. List n will n	nanage the foreign limited liabilit	ty company in	Florida: (attach additional pag	TITLE:
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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate in in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

EXHIBIT A

URBAN COFFEE OPPORTUNITIES, LLC

NAMES AND ADDRESSES OF MANAGERS AND MEMBERS

Name	Address	Capacity
Marc D. Stolzman	2401 Utah Ave. South, Seattle, WA 98134	Manager
Arthur Rubinfeld	2401 Utah Ave. South, Seattle, WA 98134	Manager
Bruce Craig	2401 Utah Ave. South, Seattle, WA 98134	Manager
Earvin Johnson, Jr.	9100 Wilshire Blvd., Suite 1060 W., Beverly Hills, CA 90212	Manager
Kenneth Lombard	9100 Wilshire Blvd., Suite 1060 W., Beverly Hills, CA 90212	Manager
Starbucks Corporation	2401 Utah Ave. South, Seattle, WA 98134	Member
Johnson Development	9100 Wilshire Blvd., Suite 1060 W., Beverly Hills, CA 90212	Member
Corporation		

99 AUG -3 AM 8: 32

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The member or authorized representative of a member of URBAN COFFE	E OPPORTUNITIES, 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	\$800,000.00;
3) if any, the agreed value of property other than cash contributed by member(s) is (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 (This total includes amounts from 2 and 3 above.)	\$ 800,000.00
U 750	

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.)

Marc D. Stolzman, manager

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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:
URBAN COFFEE OPPORTUNITIES, LLC
2. The name and the Florida street address of the registered agent and office are:
Corporation Service Company
(Name)
Florida street address (P.O. Box NOT ACCEPTABLE)
Tallahassee, FL 32301 City/State/Zip
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.

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

URBAN COFFEE OPPORTUNITIES, LLC

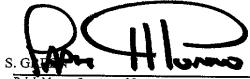
I FURTHER CERTIFY that the records on file in this office show that the above named limited liability company was formed under the laws of the State of Washington and was issued a Certificate of Formation in Washington on March 27, 1998.

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: July 29, 1999

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



Ralph Munro, Secretary of State