

P00000004946



ACCOUNT NO. : 072100000032

REFERENCE : 552794 7145744

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Piguet

ORDER DATE : January 14, 2000

ORDER TIME : 1:36 PM

ORDER NO. : 552794-005

CUSTOMER NO: 7145744

CUSTOMER: Brian Baird, Esq
J. BRIAN BAIRD, P.A.
J. BRIAN BAIRD, P.A.
Suite 215
174 W. Comstock Ave.
Winter Park, FL 32789

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 14 PM 4:37

DOMESTIC FILING

NAME: SCHANZENBACH, INC.

300003099773--5

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

RECEIVED
00 JAN 14 PM 3:20
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CP 1/14/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN 14 PM 4: 37

**Articles of Incorporation
of
SCHANZENBACH, INC.**

I, the undersigned Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of this Corporation is SCHANZENBACH, INC.

ARTICLE II

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 7500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The street address of the initial registered office of this Corporation is 174 West Comstock Avenue, Suite 215, Winter Park, Florida, 32789, and the name of the initial registered agent of this Corporation at that address is J. BRIAN BAIRD.

ARTICLE V

The principal place of business and mailing address of this corporation shall be:

**Coffee World
8445 South International Drive, Suite 100
Orlando, Florida 32819.**

ARTICLE VI

**The name and address of the person signing these Articles of Incorporation as
Incorporator is:**

<u>Name</u>	<u>Address</u>
JÜRGEN SCHANZENBACH	7804 Swiss Fairway Avenue Clermont, FL 34711

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the Directors, but shall never be less than one (1). The name and address of the initial member of the Board of Directors who shall hold office until his or her successor is duly elected and has qualified is:

<u>Name</u>	<u>Address</u>
JÜRGEN SCHANZENBACH	7804 Swiss Fairway Avenue Clermont, FL 34711

ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred on shareholders herein is granted subject to this reservation.

ARTICLE IX

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation or any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation or any warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

I, the Incorporator of this Corporation, have executed these Articles of Incorporation this 8th day of JANUARY, 2000.


JÜRGEN SCHANZENBACH

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 8th day of JANUARY, 2000, by JÜRGEN SCHANZENBACH who has produced a drivers licenses as identification and did not take an oath.

(SEAL)



Brian Baird
Notary Public - State of Florida

My Commission Expires:

00 JAN 14 PM 4: 37

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is SCHANZENBACH, INC.
2. The name and street address of the registered agent and office is J. BRIAN BAIRD, 174 West Comstock Avenue, Suite 215, Winter Park, Florida 32789.


JURGEN SCHANZENBACH

PRESIDENT

Title

JAN 8th 2000

Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.


J. BRIAN BAIRD

JAN 8th 2000

Date