

P00000009978

LAURAL & HEARTY ESPRESSO COMPANY, INC. (Proposed Name)
222B Jupiter Street,
Jupiter, FL 33458
(561) 722-5800

January 13, 2000

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-01/24/00--01107--010
*****70.00 *****70.00


Re: Laural & Hearty Espresso Company, Inc.

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of Laural & Hearty Espresso Company, Inc. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,



Timothy St Mary
6456 Ungerer Street, Palm Beach Gardens, FL 33411

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 24 AM 7:39

FILED

F. 01-28337 JAN 3 1 1999

ARTICLES OF INCORPORATION
OF
LAURAL & HEARTY ESPRESSO COMPANY, INC.

**ARTICLE I - NAME OF CORPORATION, PRINCIPAL OFFICE
AND MAILING ADDRESS**

The name of this Corporation is Laural & Hearty Espresso Company, Inc. The principal place of business and mailing address of this corporation shall be 222B Jupiter Street, Jupiter, FL 33458.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any activity or business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares that the Corporation has authority to issue is 1,000 shares of common stock with the par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE V - INITIAL REGISTERED AGENT

The address of the initial registered office of the Corporation 6456 Ungerer Street, Palm Beach Gardens, FL 33458, and the name of the Corporation's initial registered agent at said address is Timothy St Mary.

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TALLAHASSEE, FLORIDA

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Timothy St Mary
6456 Ungerer Street
Palm Beach Gardens, FL 33458

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or decreased by the by-laws but shall never be less than one. The name and address of the initial Director of this Corporation is:


Timothy St Mary
6456 Ungerer Street
Palm Beach Gardens, FL 33458

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand this 18 day of

January, 2000.


Timothy St Mary
Sole Incorporator and Director

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

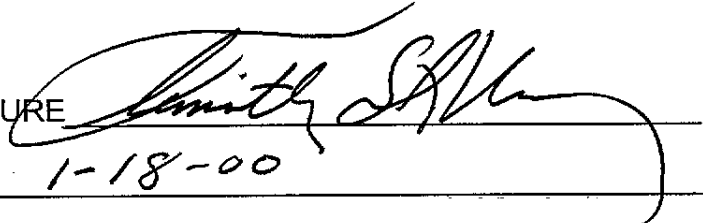
1. The name of the corporation is: Brews Brothers Coffee Company, Inc.
2. The name of the registered agent and office is:

Timothy St Mary
6456 Ungerer Street
Palm Beach Gardens, FL 33458

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.

SIGNATURE

DATE


1-18-00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 24 AM 7:39

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