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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600003242306-57
-05/08/00--01058--002
*****78.75 *****78.75

SUBJECT : JAVA JEFF'S, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 78.75.

FROM:

JEFFREY C. MCGOVERN
5333 N.W. 58TH TERRACE
CORAL SPRINGS, FLORIDA 33067
(954) 345-5336

FILED
00 MAY -8 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the articles.

5-10
WAC

FILED
00 MAY -8 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JAVA JEFF'S, INC.

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles Of Incorporation.

ARTICLE I NAME

The name of the corporation shall be :

JAVA JEFF'S, INC.

ARTICLE II PRINCIPAL OFFICE

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

5333 N.W. 58TH TERRACE
CORAL SPRINGS, FLORIDA 33067

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JEFFREY C. MCGOVERN
5333 N.W. 58TH TERRACE
CORAL SPRINGS, FLORIDA 33067

ARTICLE V INCORPORATOR(S)

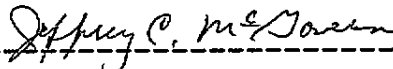
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

1> JEFFREY C. MCGOVERN
 5333 N.W. 58TH TERRACE
 CORAL SPRINGS, FLORIDA 33067

2>

3>

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 3rd day of MAY, 2000.



JEFFREY C. MCGOVERN

FILED
00 MAY -8 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 of 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.

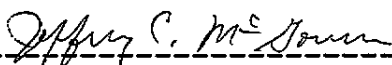
1> The name of the corporation is :

JAVA JEFF'S, INC.

2> The name and address of the registered agent and office is:

JEFFREY C. MCGOVERN
5333 N.W. 58TH TERRACE
CORAL SPRINGS, FLORIDA 33067

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.



JEFFREY C. MCGOVERN

MAY 3, 2000