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Dee Dee A. Wells
8641 Tessara Lane
Tampa, Florida 33647
(813) 632-0051

May 11, 2000

FILED
MAY 12 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA UPS NEXT DAY AIR #

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Incorporation of Dee's Java Company

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-05/12/00--01134--006
*****87.50 *****87.50

Dear Sir/Madam:

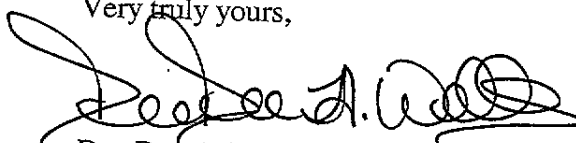
In enclose herein an original and copy of Articles of Incorporation and Certificate Designating and Acceptance of Registered Agent for the above-named corporation. In addition, a check in the amount of \$87.50 representing the following fees is enclosed:

Filing Fee	\$35.00
Certified Copy Fee	\$ 8.75
Certificate of Status	\$ 8.75
Registered Agent Fee	<u>\$35.00</u>
Total	\$87.50

Please file the original Articles of Incorporation and return a Certified Copy and Certificate of Status thereof to the undersigned at your earliest convenience. A self-addressed, stamped envelope is enclosed for your convenience.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,


Dee Dee A. Wells

/daw
encl.

5-16
MC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DEE'S JAVA COMPANY

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: DEE'S JAVA COMPANY.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

PURPOSES

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

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the directors, at least equivalent to the full value of the stock so to be issued as herein above set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and the judgment of such value shall be conclusive.

Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers of such additional stock, in an amendment to these Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office and the mailing address of this Corporation is 1302 N. Oregon Avenue, Tampa, Florida 33607.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 1302 N. Oregon Avenue, Tampa, Florida 33607, and the name of the initial registered agent of this Corporation at such address is Dee Dee A. Wells

ARTICLE VII

INCORPORATORS

The name and address of the Corporation's incorporator is:

Dee Dee A. Wells
1302 N. Oregon Avenue
Tampa, Florida 33607

ARTICLE VIII

PREEMPTIVE RIGHTS

The shareholders of this Corporation have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time

to time be issued (whether presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed and waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive right. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

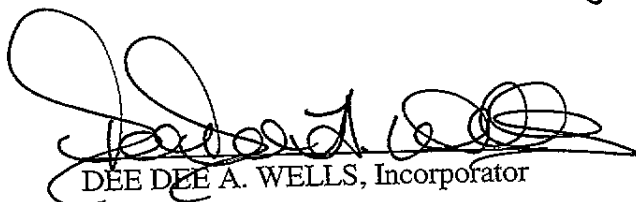
ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

IN WITNESS WHEREOF, I have subscribed my name this 11th day of May, 2000.


DEE DEE A. WELLS, Incorporator

STATE OF FLORIDA
COUNTY OF ~~HILLSBOROUGH~~ Pinellas.

The foregoing instrument was acknowledged before me this 11 day of May, 2000, by DEE DEE A. WELLS, who is personally known to me or who has produced 7th. Order Lucius as identification and who did not take an oath.





Susan A. Shedlock
Notary Public, State of Florida
My comm. exp Sept. 12, 2002
Comm. No. CC774325

Notary Public
My commission expires:

FILED
00 MAY 12 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FL 32399

Designation and Acceptance of Registered Agent

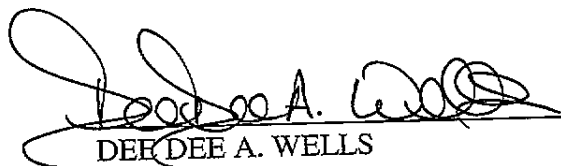
Pursuant to the provisions of Florida Statute §607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is DEE'S JAVA COMPANY.
2. The name of the registered agent is Dee Dee A. Wells.
3. The address of the registered agent/registered office is 1302 N. Oregon Avenue, Tampa, FL 33607.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Dated: May 11, 2000.


DEE DEE A. WELLS