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May 15, 2000

Florida Department of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

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-05/18/00--01090--012
****122.50 *****78.75

RE: Juice This & Java That.com, Inc.

To Whom It May Concern:

In regard to the above, enclosed you will find the original and (1) copy of the Articles of Incorporation along with check # 6172 in the amount of \$122.50, which represents the filing fee and the cost of a certified copy of same.

If there are further requirements, please call our office.

Very Truly Yours,

Law Office of Charlotte I. Hunter, P.A.

CIH/sek
Enclosures (3)

BY: Charlotte I. Hunter
CHARLOTTE I. HUNTER, ESQ.

FILED
00 MAY 18 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05/24

FILED

00 MAY 18 PM 4:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JUICE THIS & JAVA THAT.COM, INC.**

ARTICLE I - NAME

The name of this Corporation is JUICE THIS & JAVA THAT.COM, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue one class of shares, which should be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon a dissolution. In addition, no stock shall be issued or transferred to a non-resident alien. No preferences, limitations or relative rights other than those provided by law shall exist in respect of any other shares of the Corporation or any of the holders thereof. The Corporation is authorized to issue 1,000 common shares having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5484 N.W. 80th Avenue Road, Ocala, Florida 34482, and the initial registered agent of this Corporation at such office shall be Michelle D. Wright, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The place of business will be 36 S. Magnolia Avenue, Ocala, Florida, 34471.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The name and address of the directors constituting the Initial Board of Directors is:

MICHELLE D. WRIGHT
5484 N.W. 80th Avenue Road
Ocala, Florida 34482

MARGARET C. KAZEE
5484 N.W. 80th Avenue Road
Ocala, Florida 34482

ARTICLE VII - INCORPORATORS

The names and street addresses of the person signing this Articles of Incorporation is:

MICHELLE D. WRIGHT
5484 N.W. 80th Avenue Road
Ocala, Florida 34482

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the By-laws, those shares of the common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.


ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify its officer(s), director(s) and authorized agent 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 hereinafter enacted.

ARTICLE XI - AMENDMENT

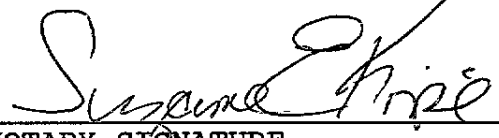
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15 day of May, 2000.


MICHELLE D. WRIGHT

STATE OF FLORIDA
COUNTY OF MARION

The foregoing Articles of Incorporation of JUICE THIS & JAVA THAT.COM, INC., were acknowledged before me this 15th day of May, 2000, by MICHELLE D. WRIGHT, as Incorporator, who is personally known to me or has produced W023844718220 as identification.

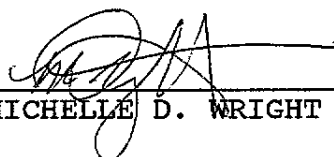

NOTARY SIGNATURE
STATE OF FLORIDA AT LARGE (SEAL)

 Suzanne E Kripe
My Commission CC722490
Expires March 8, 2002

ACCEPTANCE OF REGISTERED AGENT

I, the undersigned person, having been named as registered agent and to accept service of process for JUICE THIS & JAVA THAT.COM, INC., hereby accept the appointment as registered agent and agree to act in this capacity AND to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Dated: 5/15/00


MICHELLE D. WRIGHT

CO MAY 18 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED