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ACCOUNT NO. : 072100000032

REFERENCE : 712583 7214598

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 70.00

ORDER DATE : May 26, 2000

ORDER TIME : 12:56 PM

ORDER NO. : 712583-005

400003274234--4

CUSTOMER NO: 7214598

CUSTOMER: Ms. Pamela G. Keller
MS. PAMELA G. KELLER
MS. PAMELA G. KELLER
5143 6th Avenue North

Saint Petersburg, FL 33710

DOMESTIC FILING

NAME: COFFEE HOUSE ENTERPRISES, INC.

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: JEANINE REYNOLDS

EXAMINER'S INITIALS: _____

FILED
00 JUN - 1 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JUN - 1 PM 3:30
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA
6-2-00
2-5

ARTICLES OF INCORPORATION
OF
COFFEE HOUSE ENTERPRISES, INC.

FILED
00 JUN -1 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

COFFEE HOUSE ENTERPRISES, INC.

The address of the principal office of this corporation shall be 5143 6th Avenue North, St. Petersburg, Florida 33710, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5143 6th Avenue North, St. Petersburg, Florida 33710, and the name of the initial registered agent of the corporation at that address is Pamela G. Keller.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Pamela G. Keller	5143 6th Avenue North
Dir.	St. Petersburg, Florida 33710

ARTICLE VII. INCORPORATOR

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

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these
Articles of Incorporation on June 1, 2000.

Deborah D. Skipper

It's Agent, Deborah D. Skipper
Incorporator

jkg

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

FILED
00 JUN - 1 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pamela G. Keller, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

COFFEE HOUSE ENTERPRISES, INC.

Pamela G. Keller is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: _____

Typed Name: Pamela G. Keller

pej