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ATTORNEYS AT LAW

201 SOUTH ORANGE AVENUE  
SUITE 1000  
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BARRY J. SOBERING  
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M. BRADLEY LUCZAK  
ROBERT B. WHITE, JR.

TELEPHONE (407) 425-4305  
TELECOPIER (407) 425-4304

July 26, 2000

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: The Grind & Groove Coffee Corporation

600003340396--9  
-07/31/00--01101--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed herein for filing, please find the original and one (1) copy of the Articles of Incorporation for The Grind & Groove Coffee Corporation. Also enclosed, please find our firm check in the amount of \$78.75, which represents the filing fee, registered agent designation and certified copy fee. After said Articles have been filed, please return a conformed copy to me in the enclosed self addressed, stamped envelope.

Should you have any questions, please contact me at the above telephone number.

Sincerely yours,

*Eileen M. Heasley*

Eileen M. Heasley, CLA  
Legal Assistant

/emh  
Enclosures

FILED  
00 JUL 31 PM 4:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
THE GRIND & GROOVE COFFEE CORPORATION**

**FILED**  
00 JUL 31 PM 4: 54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned hereby makes and subscribes these Articles of Incorporation intending to form a corporation under the provisions of Chapter 607, Florida Statutes.

**ARTICLE I - NAME**

The name of this corporation is The Grind & Groove Coffee Corporation.

**ARTICLE II - PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by Chapter 607, Florida Statutes, as presently in effect and as it may be amended from time to time in the future.

**ARTICLE III - CAPITAL STOCK**

The corporation is authorized to issue One Thousand (1,000) shares of common stock, each share having a par value of \$1.00.

**ARTICLE IV - DURATION**

The corporation is to have perpetual existence, beginning in accordance with law.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 201 S. Orange Avenue, Suite 1000, Orlando, Florida 32801 and the name of the initial registered agent is Robert B. White, Jr.

#### ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation is 3198 Edgewater Drive, Gainesville, Georgia 30501.

#### ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The initial director of this corporation shall be:

M. Rodney Metz

#### ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X - AMENDMENT

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

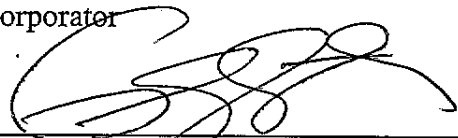
#### ARTICLE XI - INCORPORATOR

The name and address of the person signing these articles is:

M. Rodney Metz, 3198 Edgewater Drive, Gainesville, Georgia 30501.

IN WITNESS WHEREOF, the undersigned incorporator has executed these  
Articles of Incorporation this 24<sup>th</sup> day of July, 2000.

Incorporator

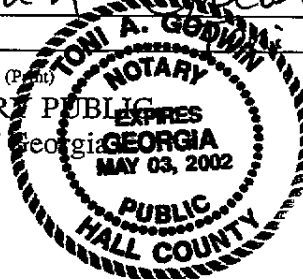
  
\_\_\_\_\_  
M. Rodney Metz

STATE OF GEORGIA  
COUNTY OF

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of July, 2000 by M.  
Rodney Metz, who is personally known to me or who has produced \_\_\_\_\_ as  
identification and who did not take an oath.

  
Name: \_\_\_\_\_ Toni A. Godwin

(Print)  
NOTARY PUBLIC  
State of Georgia



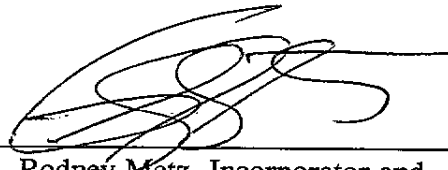
My Commission Expires:

**DESIGNATION OF REGISTERED AGENT**

**FILED**  
00 JUL 31 PM 4: 54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.0501, Florida Statutes, the following is submitted in compliance with said Act:

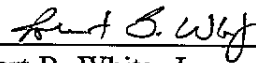
That The Grind & Groove Coffee Corporation, a corporation being organized to exist under the laws of the State of Florida with its registered office located at 201 S. Orange Avenue, Suite 1000, Orlando, Florida 32801 has named Robert B. White, Jr., located at that address as its agent to accept service of process within the State.



M. Rodney Metz, Incorporator and  
Sole Director

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-entitled corporation at the registered office designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Robert B. White, Jr.