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AGF & ASSOCIATES  
619 N. DIXIE HIGHWAY  
LAKE WORTH, FL 33460  
561-582-5129  
FAX 533-5959

FILED  
00 OCT -2 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Corporation Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32314

May 16, 2000

To Whom It May Concern:

Please send the enclosed original and copy of Articles of Incorporation for: **800003411928--1**  
-10/02/00--01134--001  
\*\*\*\*\*75.00 \*\*\*\*\*75.00

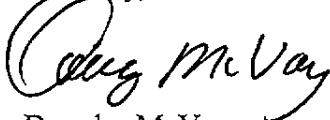
Coffee Espresso, Inc.

Enclosed please find a check in the amount of \$70.00 to cover the filing fees of \$35.00  
and Registered Agent designation fees of \$35.00.

If there are any questions please contact me at the above number.

Thank you for your assistance.

Sincerely,



Douglas McVay,  
President

DM/mm

**ARTICLES OF INCORPORATION**

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing the formation, liability, right, privileges and immunities of corporations for profit.

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**ARTICLE I NAME**

The name of this corporation shall be as follows:

COFFEE ESPRESS, INC.

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III CAPITAL STOCK**

The maximum number of share of stock that this coporation is authorized to have outstanding any time is five hundred (500) shares of common stock, of one dollar (\$1.00) par value.

**ARTICLE IV INITIAL CAPITAL**

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

**ARTICLE V TERM OF EXISTENCE**

This corporation is to have perpetual existence.

**ARTICLE VI ADDRESS**

The initial street address in the State of Florida of the principal office and office of Board of Directors and incorporators shall be as follows:

8585 URANUS TERRACE  
LAKE PARK, FL 33403

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

**ARTICLE VII INITIAL BOARD OF DIRECTORS**

This corporation shall have one director(s) initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders but shall never be less than one. The name of the initial Director(s) of the Corporation are:

JONATHAN FLEISCHMAN

**ARTICLE VIII INCORPORATOR**

The name(s) and address(es) of the Incorporators:

JONATHAN FLEISCHMAN  
8585 URANUS TERRACE  
LAKE PARK, FL 33403

**ARTICLE IX BY-LAWS**

The power to adopt, alter, ammend, or repeal by-laws shall be vested in the Board of Director and shareholders.

**ARTICLE X AMMENDMENTS**

This corporation reserves the right to ammend or repeal any provisions contained in these Articles of Incorporation, or any ammendments to them, and any right conferred upon the shareholder is subject to this reservation.

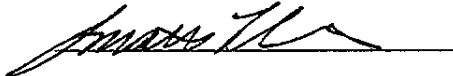
**ARTICLE XI SUB CHAPTER S CORPORATION**

This corporation may elect to become a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

**ARTICEL XII REGISTERED AGENT AND OFFICE**

The Registered Agent, as listed below with address, hereby accepts said designation by signature below

JONATHAN FLEISCHMAN  
8585 URANUS TERRACE  
LAKE PARK, FL 33403



THE UNDERSIGNED, as subscribing incorporator, have hereinto set our hand and seal on September 29, 2000, for the purpose of forming this Corporation under the laws of the State of Florida, and heredo make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herin stated are true and correct.

  
JONATHAN FLEISCHMAN

FILED  
00 OCT -2 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA