

LAW OFFICE

EUGENE MICHAEL KENNEDY, P.A.

517 S.W. 1st AVENUE, FORT LAUDERDALE, FLORIDA 33301

TELEPHONE: (954) 524-4155

FACSIMILE: (954) 524-4169

PO0000097312

October 13, 2000

By Federal Express

Secretary of State  
State of Florida  
Division of Corporations  
Post Office Box 6367  
Tallahassee, FL 32314

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-10/16/00--01131--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Rainmaker Partners, Inc. - Filing fee submitted by Eugene Michael Kennedy, P.A.; and  
Augusto Coffee, Inc. - Filing fee submitted by Daniel S. Carusi, P.A.

Dear Sir/Madame:

Enclosed please find an original plus one copy of the Articles of Incorporation for each of the above corporations for filing with the State. Upon filing, please stamp the second copy of each of the Articles and return them, along with a Certificate of Standing to the undersigned in the enclosed Federal Express return envelope.

Two checks in the amount of \$78.75, one from the above Law Firm and the second from the Law Offices of Daniel S. Carusi, P.A. are enclosed to cover the fees incurred with this request.

Should you have any questions regarding any of the foregoing, please advise.

Yours truly,

Karen Fornash, Legal Assistant  
to Eugene Michael Kennedy, Esq.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 OCT 16 AM 8:40

FILED

c: Daniel S. Carusi, Esq.

ARTICLES OF INCORPORATION

OF

AUGUSTO COFFEE, INC.

FILED  
00 OCT 16 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby subscribes to these Articles of Incorporation for any legal purpose permitted under the laws of the State of Florida and of the United States of America.

ARTICLE I

The name of the Corporation is: AUGUSTO COFFEE, INC.

ARTICLE II

NATURE OF BUSINESS

Any and all legal purpose permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock with a nominal or par value that this corporation is authorized to have outstanding at anytime, together with the distinguishing characters of each, into which same are divided, and the par value of shares of stock, other than shares which have no par value or nominal value as follows: ONE HUNDRED (100) with a par value of One Dollar (\$1.00) per share and each share having equal rights, privileges and voting power.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The initial principal office of this corporation is to be located at:

2219 North Federal Highway  
Hollywood, FL 33020

ARTICLE VI

DIRECTORS

The number of directors of this corporation shall be two (2) initially, but may be increased according to the by-laws adopted by the shareholders.

ARTICLE VII

INITIAL DIRECTORS

The name and address of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the by-laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

Augusto M. Schiano, Sr.  
2219 North Federal Highway  
Hollywood, FL 33020

President/Secretary/Director

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE IX

INCORPORATORS

The name and address of the Incorporator of the corporation is:


Daniel S. Carusi, Esq.  
517 Southwest First Avenue  
Fort Lauderdale, Florida 33301

ARTICLE X

REGISTERED AGENT

The address of the initial registered office is 517 SW First Avenue, Ft. Lauderdale, FL 33301, and the name of the Registered Agent upon whom service of process is to be made is: DANIEL S. CARUSI.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation at 517 Southwest First Avenue, Ft. Lauderdale, Florida 33301, for the use and purpose aforesaid.

  
\_\_\_\_\_  
Daniel S. Carusi, Esq.  
Incorporator

CERTIFICATE OF DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING  
AGENT UPON WHOM SERVICE MAY BE SERVED

Pursuant to Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

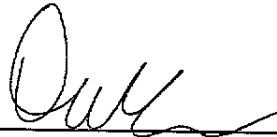
First that: AUGUSTO COFFEE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Hollywood, County of Broward, State of Florida, has named:

DANIEL S. CARUSI, ESQ.  
517 Southwest First Avenue  
Fort Lauderdale, Florida 33301

County of Broward, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place 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.

  
\_\_\_\_\_  
Daniel S. Carusi,  
Registered Agent

DATED this 12 day of October, 2000.

**FILED**  
00 OCT 16 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA