

P00000115461

FILED

December 11, 2000

00 DEC 13 AM 9: 37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

EFFECTIVE DATE
01/01/01

800003499508--6
-12/13/00--01050--018
*****78.75 *****78.75

Subj: Incorporation of The Haven Tea Room & Gift Shoppe, Inc.

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.
4. The corporation will take effect January 1, 2001.

Kindly acknowledge filing of theses Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at 4657 South Friday Circle, Cocoa, FL 32926.

If there are any questions concerning this filing, please contact me at (321) 631-2352.

Thank you for your assistance in this matter.

Sincerely,

Geraldine M Condon
Geraldine M. Condon

Ms. Geraldine M. Condon
4657 S. Friday Circle
Cocoa, FL 32926

Geraldine Condon GAVE
AUTHORIZATION BY PHONE TO
CORRECT add effective date
to Article II
DATE 12/19/00
DGC. KXAM

ARTICLES OF INCORPORATION
OF

THE HAVEN TEA ROOM & GIFT SHOPPE, INC.

ARTICLE I. NAME

The name of this corporation is

THE HAVEN TEA ROOM & GIFT SHOPPE, INC

ARTICLE II. DURATION

This corporation shall have perpetual existence. The effective date shall be January 1, 2001.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4657 South Friday Circle, Cocoa, FL. 32926, and the name of the initial registered agent of the corporation at that address is Geraldine M. Condon.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors 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 name(s) and address(s) of the initial director(s) of this corporation are:

Jennifer A. Korona	Geraldine M. Condon	Katrina M. Dugan
4657 South Friday Circle	4657 South Friday Circle	4657 South Friday Circle
Cocoa, FL 32926	Cocoa, FL 32926	Cocoa, FL 32926

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 4657 South Friday Circle, Cocoa, Brevard County, FL 32926.

ARTICLE IX. INCORPORATOR

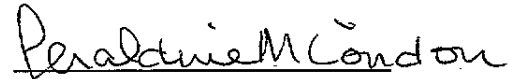
The name and address of the person signing these articles is:

Geraldine M. Condon
4657 South Friday Circle
Cocoa, FL 32926

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

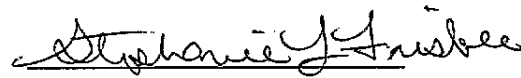
IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 11th day of December 2000.

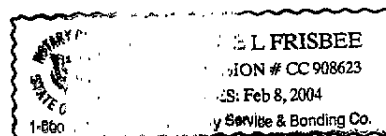
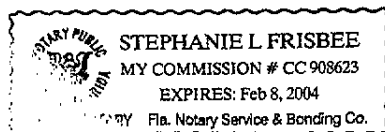

Geraldine M. Condon

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 11th day of December 2000.


Notary Public



DESIGNATION
AS
REGISTERED AGENT

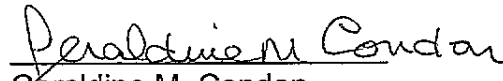
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, and Section 607.034, Florida Statutes,
the following is submitted:

That The Haven Tea Room & Gift Shoppe, Inc. desiring to organize under
the laws of the State of Florida, with its principal office at 4657 South Friday
Circle, Cocoa, FL. 32926, has named Geraldine M. Condon, located at 4657
South Friday Circle, Cocoa, FL. 32926, as it's agent to accept service of process
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named
Corporation, at the place designated in this certificate, the undersigned agrees to
act in this capacity, relative to keeping the designated office open.


Geraldine M. Condon
Registered Agent