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## To:

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## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
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## FLORIDA PROFIT CORPORATION OR P.A.

## BREW BROTHERS COFFEE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

BREW BROTHERS COFFEE, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is BREW BROTHERS COFFEE, INC. Principal office is located at 4951 SW 33 TERRACE FT. LAUDERDALE, FL 33312.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may engage in any or all lawful business permitted to corporations under the laws of the STATE OF FLORIDA, or any other state, country, territory or nation.

ARTICLE FOUR

CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is 1,000 shares, all of which shall be common shares with a par value of \$.10 each.

ARTICLE FIVE

REGISTERED OFFICE

The principal address of the initial registered office of the corporation shall be 7522 WILES ROAD SUITE 210 CORAL SPRINGS, FL 33067. The name of the initial registered agent at such address is STEVEN C. KLEIN.

ARTICLE SIX

PRE-EMPTIVE RIGHTS

The shareholders shall have Pre-emptive Rights.

Prepared by Steven C. Klein, CPA 954-345-3696 7522 WILES RD. SUITE 210 Coral Springs, FL 33067

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EMPIRE CORPORATE KIT

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ARTICLES

PAGE 2

ARTICLE SEVEN

DIRECTORS

The Board of Directors of the corporation shall consist of at least one member and not more than eleven.

The name and address of initial Directors of the Board is:

<u>NAME</u>	<u>ADDRESS</u>
Howard Strickman	4951 SW 33 Terrace Ft. Lauderdale, FL 33312
Marlon Thompson	— 6890 W. Longbow Bend Davie, FL 33331
Michael Thompson	1822 SW 163 Avenue Miami, FL 33027

INCORPORATORS

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
STEVEN C. KLEIN	7522 WILES ROAD SUITE 210 CORAL SPRINGS, FL 33067

IN WITNESS WHEREOF, I have subscribed my name this 3rd day of January, 2001.

STEVEN C. KLEIN, Incorporator  
and Director

STATE OF FLORIDA:  
: SS  
COUNTY OF BROWARD:

On this 3rd day of January, 2001 before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared STEVEN C. KLEIN, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purpose herein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:

LAURYN TAND  
COMMISSION # CC233232  
EXPIRES MAY 06, 2003  
EMPIRE CORPORATE KIT

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## CERTIFICATE OF DESIGNATION

## REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is BREW BROTHERS COFFEE, INC.
2. The name and address of the registered agent and office is

STEVEN C. KLEIN  
7522 WILES ROAD SUITE 210  
CORAL SPRINGS, FL 33067

STEVEN C. KLEIN, INCORPORATOR

Date

1-3-01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES

STEVEN C. KLEIN, Registered Agent

Date

1-3-01

State of Florida  
County of BROWARD

The foregoing instrument was acknowledged and sworn to before me this 3rd day of January, 2001.

Notary Public

My commission expires:



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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