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TRANSMITTAL LETTER

FILED

01 JAN 26 PM 12:18

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****87.50 *****87.50

SUBJECT: THE COCONUT FRANCHISE INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Alfredo Leon-Costo
Name (Printed or typed)
108 Grapetree Drive
Address
Key Biscayne, Florida 33149
City, State & Zip
(305) 365-1120
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

PL 1/29/01 ✓

**ARTICLES OF INCORPORATION
OF
THE COCONUT FRANCHISE INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be THE COCONUT FRANCHISE INC.

ARTICLE II

This corporation shall have a perpetual existence, unless and until it shall be determined that, pursuant and in accordance with the procedure as set forth by law, the corporation shall undergo dissolution.

ARTICLE III

To such extent as a corporation organized under the Florida Business Corporation Act may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes of the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Florida Business Corporation Act or under any act amendatory.

ARTICLE IV

This corporation shall have an authorized issue of one hundred (100) shares of Common Stock of no par value and said shares shall be nonassessable and shall contain rights of preemption.

ARTICLE V

This corporation shall commence its business with a capital stock of One-Hundred and No/100 Dollars (\$100.00).

ARTICLE VI

This corporation shall not be limited as to the manner of location of its office or places of business within and without the State of Florida, and in any foreign countries, as may be necessary and convenient but the principal office of the corporation shall be 108 Grapetree Drive, Key Biscayne, Florida, 33149 and its mailing address shall be 108 Grapetree Drive, Key Biscayne, Florida, 33149.

ARTICLE VII

The names, addresses, number of shares, and value of each share of each subscriber to this Certificate of Incorporation are as follows:

Alfredo Leon-Costo
108 Grapetree Drive
Key Biscayne, Florida 33149

100 shares

ARTICLE VIII

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


ARTICLE IX

The street address of the initial registered office of this corporation is 108 Grapetree Drive Key Biscayne, Florida 33149, and the name of the initial registered agent of this corporation is Alfredo Leon-Costo.

ARTICLE X

The business of this corporation shall be managed by a Board of Directors of not less than two (2) directors, who shall be subject only to such limitations as may be provided by this Certificate of Incorporation or an amendment thereof. Such Board of Directors shall have full control over the affairs of the corporation and may authorize the exercise of all its corporate powers; a majority of the Board of Directors of the corporation, at a meeting duly assembled, shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors. It shall not be necessary for directors to be stockholders. Subject to the By-Laws, if any, adopted by the stockholders, the directors may make the By-Laws of the Corporation directors' meetings which may be held without or within the State.


IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24 day of January, 2001



Alfredo Leon-Costo

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 1/24/2001



Alfredo Leon-Costo ("Registered Agent")

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