

Bernard Jay Shainbrown CPA, PA

Certified Public Accountants
3121 Venture Place, Suite 2
Jacksonville, FL 32257
(904) 260-0127
Fax (904) 260-9766

PO1000016717

December 1, 2000

Hon. Katherine Harris
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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

Re: Clint's Kernels, Inc.

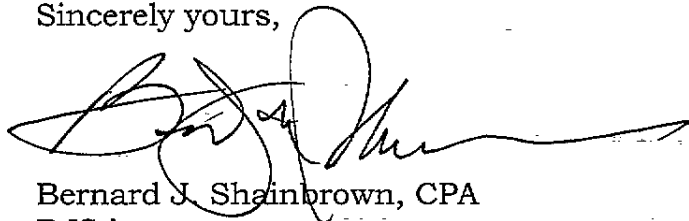
Dear Secretary of State Harris:

Enclosed please find the Articles of Incorporation for Clint's Kernels, Inc., along with a remittance of \$ 87.50 to cover the costs of incorporation, certified copy, and certificate of status.

Should you have any questions or need any additional information, please do not hesitate to contact us.

Thank you very much for your cooperation.

Sincerely yours,



Bernard J. Shainbrown, CPA
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Member of:
American Institute of Certified Public Accountants
Florida Institute of Certified Public Accountants

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
CLINT'S KERNELS, INC.

We, the undersigned, all being sui juris, do hereby agree for ourselves, under the laws of the State of Florida, Florida Statute 607 et seq., and the provisions therein providing for the formation, rights, liabilities, privileges, benefits, and obligations conferred and imposed by said laws on the corporations for profit, do hereby subscribe to and adopt the Articles set forth herein.

ARTICLE ONE: Name

The name of this Corporation shall be Clint's Kernels, Inc.

ARTICLE TWO: Duration

Clint's Kernels, Inc. shall have perpetual existence.

ARTICLE THREE: Purpose

The general and specific purposes for which is organized are to:

- A. Engage in the business of a kiosk, which sells coffee prepared on premises and pastries, etc.
- B. Purchase, sell, receive, take by grant, gift or devise, bequest or otherwise, own, hold, improve, through experimentation in full or by an interest in related entities and development designed and appropriate for intra-structural development.
- C. To transact the business of investing on behalf of itself or others, and part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or interest therein.
- D. To invest in new and existing enterprises on its own or by the mechanism of joint venture.
- E. To procure, interview, investigate, recommend for employment, supervise and evaluate employees including, but not limited to, individuals, groups, forces, contractors, to engage in the corporation's objectives.
- F. To do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to or connected with the general business that is not forbidden by contrary to or inconsistent with the Florida Corporate laws and these Articles of Incorporation; whether in the State of Florida or in any other state, territory, district, or possession of the United States or in any foreign country in which the Corporation might do or engage in business.
- G. To purchase the corporate assets of any other corporation engaged in the same or, dissimilar character of business.

- H. To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- I. To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

ARTICLE FOUR: Shares

The aggregate number of shares which the corporation is authorized to issue is five thousand (5,000). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE FIVE: Registered Agency And Office

The initial Registered Agent of the Corporation shall be Clinton D. Neighbors, 4851 Ortega Hills Road, Jacksonville, Florida 32244.

I acknowledge and accept the duties and responsibilities as registered agent for Clint's Kernels, Inc.


Clinton D. Neighbors

The initial principal office of said corporation shall be located at 4851 Ortega Hills Road, Jacksonville, Florida 32244.

ARTICLE SIX: Board of Directors

Clint's Kernels, Inc. shall have the following directors; whose name and address are as follows:

Clinton D. Neighbors, 4851 Ortega Hills Road, Jacksonville, FL 32244

ARTICLE SEVEN: Officers

The names and address of the initial officer of Clinton Kernels, Inc. are as follows:

President/Vice President/Secretary/Treasurer: Clinton D. Neighbors, 4851 Ortega Hills Road, Jacksonville, Florida 32244

ARTICLE EIGHT: Shareholder Action

A majority of the shareholders of the Corporation shall be required for any shareholder action.

ARTICLE NINE: Corporate By-Laws

The shareholders shall have the power to adopt, amend, alter, change or repeal the By-Laws or Articles of Incorporation when purposed and approved at a stockholders meeting, with not less than a three-fourths (3/4) vote of the common stock.

ARTICLE TEN: Preemptive Rights

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money, or any property or services from time to time, in addition to the stock authorized and issued by the Corporation. The preemptive rights of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE ELEVEN: Voting Rights

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholders to the President or a Vice President of said Corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the selection of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE TWELVE: Share Transfer Rights

No shareholder, his heirs, personal representative or assigns, shall transfer, sell, assign, pledge or otherwise dispose of his shares of stock in this Corporation or to other stockholders without written notice as hereinafter provided. The offer to sell the stock shares shall be made to the Corporation at price of book value and said offer shall remain open to the Corporation for a period of 30 days after receipt of the offer by the shareholder, the shares may be freely transferred.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Jacksonville, Duval County, Florida, on this
1st day of December, 2000.

SIGNATURES OF SUBSCRIBERS



Clinton D. Neighbors