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EMMANUEL, SHEPPARD & CONDON

ATTORNEYS AT LAW

POST OFFICE DRAWER 1271  
PENSACOLA, FLORIDA 32596

30 SOUTH SPRING STREET  
PENSACOLA, FLORIDA 32501  
<http://www.esclaw.com>  
(850) 433-6581  
FAX (850) 434-7163  
TOLL FREE 1-800-433-6581

ROBERT O. BEASLEY  
ALAN B. BOOKMAN  
GERALD L. BROWN  
A.G. CONDON, JR.  
ERICK M. DRICKA  
PATRICK G. EMMANUEL  
ROBERT A. EMMANUEL  
HOLLY V. JURNOVOY  
KRAMER A. LITVAK

WM. DOUGLAS MARSH  
GERALD MCKENZIE  
JOHN W. MONROE, JR.  
WANDA W. RADCLIFFE  
JILL K. SATTERWHITE  
CRYSTAL COLLINS SPENCER  
WARREN R. TODD  
CHARLES P. YOUNG

March 6, 2001

100003818741--4  
-09/08/01--01060--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: CARPE DIEM COFFEE CAFÉ CO.

Gentlemen:

Enclosed herewith please find executed original and copy of Articles  
Incorporation with respect to CARPE DIEM COFFEE CAFÉ CO.

Also enclosed please find check in the amount of \$78.75 in payment of the  
following fees:

Designation of Registered Agent	35.00
Filing Fee	35.00
Certified Copy	8.75
TOTAL	\$ 78.75

Please file the Articles of Incorporation and return to the undersigned a  
certified copy of same. Thank you for your assistance in this matter.

Sincerely,

Gerald L. Brown  
For the Firm

GLB:las  
Enclosures

F. C. 3025

MAR 13 2000

**ARTICLES OF INCORPORATION  
OF**

**CARPE DIEM COFFEE CAFE CO.**

ARTICLE ONE - NAME

The name of the corporation is CARPE DIEM COFFEE CAFE CO.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

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

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one (\$1.00) dollar par value common stock.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 700 Gulf Breeze Parkway, Gulf Breeze, Florida 32561 with a mailing address of 700 Gulf Breeze Parkway, Gulf Breeze, Florida 32561, and the name of the initial registered agent of this corporation at that address is W. Brooks Lyons.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS AND SPECIFIC POWERS

This corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this corporation is:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NAME

ADDRESS

Clarence Stephen Brown

700 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561

Dana Criswell Roth

700 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561

W. Brooks Lyons

700 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561

N. Tift Lyons

700 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561

Mark Lyons, III

700 Gulf Breeze Parkway  
Gulf Breeze, Florida 32561

No sale, transfer, conveyance, lease or mortgage of any property of the Corporation shall be effective without the written consent of all directors, and all other actions of the Corporation shall require the approval of all directors.

ARTICLE SEVEN - INCORPORATOR

The name and address of the person signing these Articles is W. Brooks Lyons, 700 Gulf Breeze Parkway, Gulf Breeze, Florida 32561.

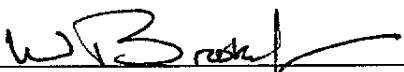
ARTICLE EIGHT - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE NINE - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 5<sup>th</sup> day of March, 2001.

  
W. Brooks Lyons, Subscriber

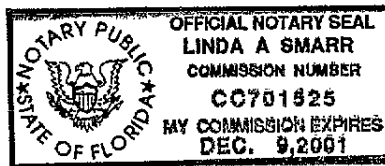
STATE OF FLORIDA

COUNTY OF Escambia

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of March, 2001 by

W. Brooks Lyons, who is personally known to me and who did not take an oath.

*Linda A. Smarr* (SEAL)



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

***CARPE DIEM COFFEE CAFE CO.***

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance  
with said Act:

First--that Carpe Diem Coffee Cafe Co. desiring to organize under the laws of the State of  
Florida with its principal office, as indicated in the Articles of Incorporation at City of Gulf Breeze,  
County of Santa Rosa, State of Florida has named W. Brooks Lyons located at 700 Gulf Breeze  
Parkway, City of Gulf Breeze, County of Santa Rosa, State of Florida, as its agent to accept service  
of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation at place  
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

  
W. Brooks Lyons, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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