

Michael S. McDuffie

Accountant

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Crestview, FL 32536

Phone: (850) 682-4357

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Honorable Katherine Harris
Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32399-0001

Re: Articles of Incorporation
Espresso Time, Inc.

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-06/01/01--01036--002
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Dear Ms. Harris:

Enclosed is the original and one copy of the Articles of Incorporation of Espresso Time, Inc. A check in the amount of \$78.75 is also enclosed for the cost of filing.

Thank you for your courtesy in this matter

Sincerely,

Sincerely,

Michael S. McDuffie

MSM/bl
Enclosures

2331.000-1 F. ID: 23

✓ 6/7/01

ARTICLES OF INCORPORATION
OF
ESPRESSO TIME, INC.

201 JUN - 1 AM 10:23
The undersigned, acting as incorporator of a corporation for
profit under the Florida General Corporation Act, adopts the following
following Articles of Incorporation for such corporation.

ARTICLE I.

NAME: The name of this corporation is **ESPRESSO TIME, INC.**
and the principal place of business shall be 4954 Antioch
Road, Crestview, FL 32536.

ARTICLE II.

DURATION: The corporation shall exist perpetually.

ARTICLE III.

PURPOSE: The purpose or purposes for which this corporation
is organized is to engage in the business of distribution of
coffee products and equipment, and/or any activity or business
permitted under the laws of the United States and the State of
Florida. This shall be a general purpose corporation. Its goals
and purposes shall be determined by its directors. The
corporation may hire such employees as may be necessary or
desirable to accomplish its purposes, and may hold such licenses
as are necessary or convenient for corporate purposes.
Additionally, the corporation shall be entitled to enter into
contracts of every nature to own real or personal property, to
borrow money, and to do all other things necessary or convenient
to corporate purposes, and to do all things authorized by the
State of Florida.

ARTICLE IV.

CAPITAL STOCK: The amount of capital stock authorized by the corporation shall be one thousand (1,000) shares of common stock with a par value of one (\$1.00) Dollar per share. The whole or any part of the capital stock of this corporation shall be payable in cash, or in property, labor or services, at a just valuation to be fixed by the Board of Directors.

ARTICLE V.

INITIAL CAPITAL: The amount of capital stock with which this corporation shall begin business shall not be less than One Thousand Dollars (\$1,000.00).

ARTICLE VI.

SHAREHOLDER'S RIGHTS: Except as otherwise provided by law, the entire voting power of the election of directors and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII.

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 already holds, shall have the right to purchase his pro-rata share thereof (as nearly as maybe done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII.

INITIAL REGISTERED OFFICE: The street address of the initial registered office of this corporation in the State of Florida is 4954 Antioch Road, Crestview, Florida 32536.

The Board of Directors may from time to time, move the principal office to any other address in Florida.

ARTICLE IX.

INITIAL REGISTERED AGENT: The initial registered agent of this corporation is Daniel L. LeGoff, whose address is 4954 Antioch Road, Crestview, Florida 32536.

ARTICLE X.

INITIAL DIRECTORS AND OFFICERS: This corporation shall have TWO (2) Director(s) initially. The number of Directors may be increased or decreased from time to time by the By-Laws. The names and addresses of the initial Directors and Officers are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>OFFICE:</u>
Richard Pavone	431 Shoal Lake Drive Crestview, FL 32539	President/Director
Daniel L. LeGoff	4954 Antioch Road Crestview, FL 32536	Secretary/Treasurer

ARTICLE XI.

INCORPORATION: The name and address of the incorporator signing these Articles of Incorporation is Richard Pavone, whose address is 431 Shoal Lake Drive, Crestview, Florida 32539.

ARTICLE XII.

CUMULATIVE VOTING: At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII.

BY-LAWS: The power to adopt, alter, amend, or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIV:

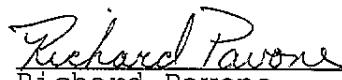
SECTION 1244 STOCK: It is the intent of this charter that the capital stock of the Corporation may be sold in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

ARTICLE XV:

EFFECTIVE DATE: The effective date of this corporation shall be June 1, 2001.

ARTICLE XVI:

AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors, proposed by them to the shareholders and approved at shareholders' meetings by a majority of the shareholders entitled to vote thereon.


Richard Pavone

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

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

First that **ESPRESSO TIME, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4954 Antioch Road, Crestview, Florida 32536, has named **Daniel L. LeGoff**, as its agent to accept service of process within Florida.

Dated this 29th day of May, 2001.

Richard Pavone
Richard Pavone

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I, **Daniel L. LeGoff**, hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Daniel L. LeGoff

2001 JUN - 1 11:10:23
SHERIFF'S OFFICE
TALLAHASSEE, FLORIDA