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Division of Corporations
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From: Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
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02 OCT -3 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

COFFEE 2 GO, INC.

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$43.75

AMEND
20010-3
(10)

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 2, 2002

COFFEE 2 GO, INC.
621 CLEARWATER-LARGO ROAD NORTHWEST
LARGO, FL 33770

SUBJECT: COFFEE 2 GO, INC.
REF: P01000066835

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

THE CORPORATE NAME AS FILED WITH THIS OFFICE IS SPACED AS ABOVE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: HO2000206978
Letter Number: 802A00055513

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COFFEE 2 GO, INC.
ESTABLISHING A SERIES OF SHARES PURSUANT
TO FLORIDA STATUTES 607.0602

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FILED
02 OCT - 3 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: The Department of State of the State of Florida:

Pursuant to the provisions of Chapter 607.0602, Florida Statutes, the undersigned Corporation hereby submits the following information relating to the adoption by all of the Directors of the Corporation of a series of preferred shares and the establishment of the relative rights and preferences thereof:

1. The name of the Corporation is:

COFFEE 2 GO, INC.
a Florida corporation (the "Corporation").

2. The Certificate of Designation of Series A Preferred Stock of ("Certificate of Designation"), is attached hereto and incorporated herein by reference.

3. This Amendment and the Certificate of Designation was duly adopted by unanimous consent of the Board of Directors of the Corporation effective on July 30, 2002, as more particularly described in the Certificate of Designation.

COFFEE 2 GO, INC.
a Florida corporation

By: JAY AYRES

Jay Ayres
President

Corporate Seal

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 2nd day of OCTOBER, 2002, by JAY AYRES, as President of COFFEE 2 GO, INC. a Florida corporation, on behalf of said corporation, who is personally known to me.

Wendy E. Dyke
Notary Public

Print Name: WENDY E. DYKE

My Commission Expires:



Wendy E. Dyke
MY COMMISSION # DD118469 EXPIRES
May 16, 2006
BONDED THRU TROY FARM INSURANCE INC

MTC/ej/276761

Prepared By:

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Johnson, Blakely, Pope, Bokor,
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COFFEE 2 GO, INC.

CERTIFICATE OF DESIGNATION

SERIES A CONVERTIBLE PREFERRED STOCK

RESOLVED, that pursuant to the authority vested in the Board of Directors of the Corporation by Article III of the Corporation's Articles of Incorporation as filed with the Florida Department of State, and pursuant to the provisions of Chapter 607, Florida Statutes and as approved by a majority of shares of the Corporation's outstanding voting capital stock, a series of Preferred Stock of the Corporation be, and it hereby is, created out of the authorized but unissued shares of the capital stock of the Corporation, such series to be designated Series A Convertible Preferred Stock (the "Series A Preferred Stock"), to consist of 1,000,000 shares, par value \$.01 per share, of which the preferences and relative and other rights, and the qualifications, limitations or restrictions thereof, shall be (in addition to those set forth in the Corporation's Articles of Incorporation) as follows:

1. Certain Definitions. Unless the context otherwise requires, the terms defined in this paragraph 1 shall have, for all purposes of this resolution, the meanings herein specified.

Common Stock. The term "Common Stock" shall mean all shares now or hereafter authorized of the Corporation's presently authorized class of Common Stock, par value \$.001 per share, which has the right (subject always to prior rights of any class or series of Preferred Stock) to participate in the distribution of the assets and earnings of the Corporation without limit as to per share amount.

Conversion Date. The term "Conversion Date" shall have the meaning set forth in paragraph 4(c) below.

Conversion Price. The term "Conversion Price" shall have the meaning set forth in paragraph 4(a) below, subject to adjustment as provided herein.

Effective Date. The term "Effective Date" shall mean the effective date of the filing of this Certificate of Designation with the State of Florida.

Initial Preference. The Term "Initial Preference" shall mean an amount distributed to the holders of the Series A Preferred Stock equal to the number of shares of Series A Preferred Stock issued (up to 1,000,000) multiplied by \$.50 per share (or such amount as paid for a share of Series A Preferred Stock) being allocated to the Series A Preferred Stock before payment for any Junior Stock as provided in Section 3.

Issue Date. The term "Issue Date" shall mean, as to any share of Series A Preferred Stock, the date such share is issued by the Corporation to any holder thereof.

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From-JOHNSON, BLAKELY

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Junior Stock. The term "Junior Stock" shall mean any class or series of stock (including Common Stock) of the Corporation not entitled to receive any dividends in any dividend period unless all dividends required to have been paid or declared and set apart for payment on the Series A Preferred Stock shall have been so paid or declared and set apart for payment, and not entitled to receive any assets upon liquidation, dissolution or winding up of the affairs of the Corporation until the Series A Preferred Stock shall have received the entire amount to which such stock is entitled upon such liquidation, dissolution or winding up.

Series A Preferred Stock. The term "Series A Preferred Stock" when used herein shall mean the Series A Convertible Preferred Stock authorized herein.

Senior Stock. The term "Senior Stock" shall mean, for purposes of paragraph 2 below, any class or series of stock of the Corporation authorized after the issue date ranking senior to the Series A Preferred Stock in respect of the right to receive dividends, and, for purposes of paragraph 3 below, shall mean any class or series of stock that the Corporation authorized after the issue date ranking senior to the Series A Preferred Stock in respect to the right to participate in any distribution upon liquidation, dissolution or winding up the affairs of the Corporation.

Subscription Price. The term "Subscription Price" shall mean \$.50 (or such other amounts as paid by investors for each share of Series A Preferred Stock) per share.

2. Dividends.

Obligation. The Corporation shall pay to the holders of the Series A Preferred Stock out of the assets of the Corporation at any time available for the payment of dividends under the provisions of the Florida General Corporation Act, cumulative preferential dividends at the time and in the amounts provided in this part.

Each issued and outstanding share of Series A Preferred Stock shall entitle the holder of record thereof as of any record date therefor to receive, when and as declared by the Board of Directors, out of any funds legally available therefor, cash dividends on an annual basis equal to 10% of the Subscription Price for each issued and outstanding share of Series A Preferred Stock. All dividends to be paid hereunder shall be paid by January 15 of each year for which the dividend is due, and shall be paid to the holders of record of the Series A Preferred Stock outstanding as of December 31, respectively, and ratably, in accordance with the number of shares of Series A Preferred Stock held by each such holder on the record date of the dividend. All dividends payable to the holder of the Series A Preferred Stock shall be cumulative.

If the dividends on the Series A Preferred Stock for any dividend period shall not have been declared upon or paid or set apart in full for the Series A Preferred Stock for any dividend period, the aggregate deficiency shall be cumulative, and shall

be fully paid or set apart for payment before any dividends shall be paid upon or set apart for payment for any class of Junior Stock of the Corporation. No dividends shall be paid upon, or declared and set apart for, any shares of Series A Preferred Stock or any shares of Junior Stock of the Corporation if the Board of Directors of the Corporation shall have failed to declare and pay in full all accumulated dividends required to be paid to the holders of all outstanding shares of the Series A Preferred Stock and any Senior Stock for all past dividend periods.

In the event that full dividends are not paid or made available to the holders of all outstanding shares of Series A Preferred Stock and funds available shall be insufficient to permit payment in full to all such holders of the preferential amounts to which they are then entitled, the entire amount available for payment of dividends shall be distributed among the holders of the Series A Preferred Stock and of any Parity Stock ratably in proportion to the full amount to which they would otherwise be respectively entitled.

3. Distributions Upon Liquidation, Dissolution or Winding Up.

a. In the event of any voluntary or involuntary liquidation, dissolution or other winding up of the affairs of the Corporation, before any distribution or payment shall be made to the holders of Junior Stock, the holders of the Series A Preferred Stock shall be entitled to be paid, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Junior Stock, the Subscription Price per share with respect to all outstanding Series A Preferred Stock owned by them (referred to as the Initial Preference) from the assets of the Corporation legally available for distribution. If such distribution involves assets other than cash, the board of directors shall make a good faith determination of the value of the assets to be distributed to the holders of the Series A Preferred Stock. If such distribution involves cash and other property, the Series A Preferred Stockholder shall be entitled to receive a priority distribution of cash equal to the Initial Preference prior to the distribution of cash to any Junior Stock. In no event will the Corporation create any class or series of shares that would be considered Senior Stock to the Series A Preferred Stock in the event of distributions upon liquidation, dissolution or winding up.

b. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntary, pursuant to which there shall be assets or funds of the Corporation having an aggregate value exceeding the Initial Preference legally available for distribution, such assets and funds shall be distributed in their entirety and like amounts per share on an as-converted basis among the holders of the Series A Preferred Stock and the Junior Stock. If, upon any such liquidation, dissolution or other winding up of the affairs of the Corporation, the net assets of the Corporation distributable among the holders of all outstanding shares of the Series A Preferred Stock shall be insufficient to permit the payment in full of such holder of the preferential amounts to which they are entitled, then the entire net assets of the Corporation shall be distributed among the holders of the Series A Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

c. For purposes of this paragraph 3, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, or to include, the Corporation's sale of all or substantially all of its assets with the acquisition of this Corporation by another entity by means of the merger or consolidation resulting in the exchange of the outstanding shares of this Corporation for securities or consideration issued, or caused to be issued by, the acquiring corporation or its subsidiary.

d. In the event the Corporation shall propose to take any action of the types described in subparagraphs a, b and c. of this paragraph 3, the Corporation shall, within ten (10) days after the date of the Board of Directors approves such action, or ten (10) days prior to any shareholders' meeting called to approve such action, give each holder of the shares of Series A Preferred Stock initial written notice of the proposed action. Such initial written notice shall describe the material terms and conditions of such proposed action, including a description of the stock, cash or property to be received by the holders of shares of Series A Preferred Stock and the holders of Junior Stock upon consummation of the proposed action and the date of delivery thereof. If any material change in the facts set forth in the initial notice shall occur, the Corporation shall promptly give written notice to each holder of shares of Series A Preferred Stock of such material change.

e. The Corporation shall not consummate any proposed action of the types described in subparagraphs a. and c. of this paragraph 3 before the expiration of twenty (20) days after the mailing of the initial notice or twenty (20) days after the mailing of any subsequent written notice; provided that any such 20-day period may be shortened upon the written consent of the holders of a majority of the outstanding shares of Preferred Stock.

4. Conversion Rights.

a. Optional Conversion. A holder of shares of Series A Preferred Stock may convert each share of Series A Preferred Stock into 1.5 shares of the Common Stock of the Corporation (subject to subparagraph 4 which entitles holder to the right to convert into 2 shares), subject to adjustment as provided below.

b. Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. Any shares of Series A Preferred Stock surrendered for conversion which would otherwise result in a fractional share of Common Stock shall be redeemed for \$.50 (or such other amounts as paid by investors for each share of Series A Preferred Stock) per share, subject to adjustment as provided below, payable as promptly as possible whenever funds are legally available thereof.

c. Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the principal office of

the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation at such office that he elects to convert the same and shall state therein the name or names in which he wishes the certificate or certificates for shares of Common Stock to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, or to his nominee or nominees, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and all accrued unpaid cumulative dividends through the Conversion Date. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of holders or such share of Common Stock on such date (the "Conversion Date").

d. Stock Splits, etc. If the number of shares of Common Stock outstanding at any time after the Effective Date of the Series A Preferred Stock is increased by a stock dividend payable in shares of Common Stock or by a subdivision or split-up of shares of Common Stock, then immediately after the record date fixed for the determination of holders of Common Stock entitled to receive such stock dividend or the effective date of such subdivision or split-up, as the case may be, the number of shares of Common Stock issuable upon conversion of the Series A Preferred Stock shall be appropriately adjusted by the Board of Directors of the Corporation so that the holder of any Series A Preferred Stock thereafter converted shall be entitled to receive the number of shares of Common Stock which he would have owned immediately following such action had such Series A Preferred Stock been converted immediately prior thereto.

e. Reverse Stock Splits, etc. If the number of shares of Common Stock outstanding at any time after the Effective Date of the Series A Preferred Stock is decreased by a reverse stock split, the number of shares of Common Stock issuable upon conversion of the Series A Preferred Stock shall be appropriately adjusted so that the holder of any Series A Preferred Stock thereafter converted shall be entitled to receive then umber of shares of common Stock which he would have owned immediately following such action had such Series A Preferred Stock been converted immediately prior thereto.

f. Notice of Adjustments. Whenever the number of shares of Common Stock issuable upon conversion of the Series A Preferred Stock shall be adjusted as provided herein, the Corporation shall forthwith file, at the office of any conversion agent for the Series A Preferred Stock and at the principal office of the Corporation, a statement showing in detail the facts requirement such adjustment and the number of shares of Common Stock issuable upon conversion of the Series A Preferred Stock after such adjustment, and the Corporation shall also cause a copy of such statement to be sent by mail, first class postage prepaid, to each holder of Series A Preferred Stock at its address appearing on the Corporation's records. Each such statement shall be signed by the Corporation's independent public accountants.

g. Treasury Stock. For the purposes of paragraph 4, the sale or other disposition of any Common Stock of the Corporation theretofore held in its treasury shall be deemed to be an issuance thereof.

h. Taxes. The Corporation shall pay all documentary, stamp, transfer or other transactional taxes attributable to the issuance or delivery of shares of Common Stock upon conversion of any Series A Preferred Stock; provided that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such Series A Preferred Stock in a name other than that of the holder of the Series A Preferred Stock in respect of which such shares are being issued.

i. Reserve Shares. The Corporation shall reserve at all times so long as any Series A Preferred Stock remains outstanding, free from preemptive rights, out of either or both of its treasury stock or its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the Series A Preferred Stock, sufficient shares of Common Stock to provide for the conversion of all outstanding Series A Preferred Stock.

j. Governmental Approvals. If any shares of Common Stock to be reserved for the purpose of conversion of Series A Preferred Stock require registration with or approval of any governmental authority under any Federal or state law before such shares may be validly issued or delivered upon conversion, then the Corporation will in good faith and as expeditiously as possible endeavor to secure such registration or approval, as the case may be. If, and so long as, any Common Stock into which the Series A Preferred Stock is then convertible is listed on any national securities exchange, the Corporation will, if permitted by the rules of such exchange, list and keep listed on such exchange, upon official notice of issuance, all shares of such Common Stock issuable upon conversion.

k. Valid Issue. All shares of Common Stock which may be issued upon conversion of the Series A Preferred Stock will upon issuance by the Corporation, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges with respect to the issuance thereof and the Corporation shall take no action which will cause a contrary result.

l. Certain Distributions. In the event the Corporation shall declare a cash dividend or other distribution upon its Common Stock payable otherwise than out of retained earnings or net profits; or shall distribute to holders of its Common Stock shares of its capital stock (other than Common Stock), or other securities of others, evidences of indebtedness issued by the Corporation or others, other assets (other than cash) or any options, warrants or other rights to purchase any of the foregoing, then each share of Series A Preferred Stock then outstanding shall, unless it shall receive such distribution pursuant to paragraphs 2 or 3, upon conversion after the record date fixed for the determination of the holders of Common Stock of the Corporation entitled

to receive such dividend or distribution (or if none is fixed, after the date such dividend or distribution is made), receive (in addition to the shares of Common Stock deliverable upon such conversion), the dividend or distribution (or, at the option of the Corporation, cash in an amount equal to the fair value thereof at the time of such dividend or distribution as determined by the Board of Directors) which would have been paid or distributed with respect to such share had it been converted immediately prior to such record date (or if none, the date of such dividend or distribution).

m. IPO Section 12(g) Registration. In the event of an initial public offering of the Corporation's Common Stock under the Securities Act of 1933, as amended, or the registration of the Corporation as a reporting issuer under Section 12(g) of the Securities Exchange Act of 1934, as amended, each share of Series A Preferred Stock shall be automatically converted into two (2) shares of the Corporation's Common Stock. In such event, the shares of Common Stock issued in such a conversion shall be subject to lock-up and non-transfer restrictions as may be imposed by the Underwriter and the Corporation, not to exceed 9 months from the effective date of the initial public offering or registration under Section 12(g).

5. Redemption Rights.

The consolidation or merger of the Corporation into or with another corporation or corporations, or the sale, lease or transfer of all or a substantial part of the assets of the Corporation to another corporation or corporations ("Sale of Business") shall be deemed events which trigger a mandatory redemption by the Corporation of all outstanding shares of Series A Preferred Stock. If a Sale of Business occurs, the Series A Preferred Stock shall be redeemed in the amounts and with the preferences and priorities as if a liquidation occurred in accordance with the provisions of Section 3. Thereafter, the holders of the Series A Preferred Stock shall be entitled to share in the merger or consolidation consideration and related distributions per share on an as-converted basis (1.5 to 1) among all stockholders.

At the election of the holders of Series A Preferred Stock, the Company shall redeem the outstanding shares of Series A Preferred Stock in three annual installments beginning on the fifth anniversary of the purchase date of the Series A Preferred Stock. Such redemptions shall be at the higher of fair market value, ten times current year's earnings after taxes or book value, which in no case will be below the original purchase price (as adjusted for stock splits, stock dividends and the like) plus accrued and unpaid dividends. Fair market value to be determined by independent appraisal. Six months' notice of any redemption must be given.

6. Anti-Dilution. The conversion price of the Series A Preferred Stock shall be subject to weighted average adjustment in the event that the Company issues additional shares of Common Stock or Common Stock Equivalents at a purchase price less than the then-effective conversion price; except, however, that without triggering anti-dilution adjustments, up to the Option Pool established at the closing (whether granted or reserved) (the "Option Amount, which equals options to acquire up to

3,945,549 shares of Common Stock") of Common Stock and/or options therefore (net of repurchases or expired options) may be sold or reserved for issuance to employees, officers, directors, consultants, contractors or advisors of the Company pursuant to stock purchase or stock option plans or agreements or other incentive stock arrangements approved by the Board.

7. Right of First Refusal. Holders of the Series A Preferred Stock of the Corporation shall be entitled, on an as-converted (1.5 to 1) pro rata basis, with such terms and conditions as reasonably determined by the Board of Directors, to purchase or subscribe for any future issues of equity securities bonds, certificates of indebtedness, debentures or other securities convertible into or carrying options or warrants to purchase stock or other equity securities of the Corporation that will allow the Holder of the Series A Preferred Stock of the Corporation to maintain their pro rata ownership, determined immediately prior to the transaction, in the Corporation. The Right of First Refusal period shall not exceed thirty (30) days and shall be on the same terms as offered by the Corporation to the subscribers of such securities.

8. Exclusion of Other Rights. Except as may otherwise be required by law, the shares of Series A Preferred Stock shall not have any voting rights, preferences or relative, participating, optional or other special rights, other than those specifically set forth in this resolution (as such resolution may be amended from time to time) and in the Articles of Incorporation of the Corporation, as amended, and the shares of Series A Preferred Stock shall have no preemptive or subscription rights.

8. Headings of Subdivisions. The headings of the various subdivisions hereof are for convenience of reference only and shall not affect the interpretation of any of the provisions hereto.

10. Severability of Provisions. If any right, preference or limitation of the Series A Preferred Stock set forth in this resolution (as such resolution may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other rights, preferences and limitations set forth in this resolution (as so amended) which can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein. The provisions herein shall be literally construed for the benefit of the Series A Preferred Stockholder.

11. Status of Reacquired Shares. Shares of a Series A Preferred Stock which have been issued and converted or reacquired in any manner shall be cancelled and revert to the status of authorized but unissued preferred stock of the Corporation.

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