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ACCOUNT NO. : 072100000032  
REFERENCE : 220263 7224307

AUTHORIZATION  
COST LIMIT : *Patricia Pigato*  
\$ 70.00

ORDER DATE : July 12, 2001  
ORDER TIME : 9:16 AM  
ORDER NO. : 220263-005  
CUSTOMER NO: 7224307

CUSTOMER: Jeffrey I. Marcus, Cpa  
Jeffrey Marcus, Cpa PA  
4300 N. University Dr. D-206  
Fort Lauderdale, FL 33351

100004488721--3

DOMESTIC FILING

NAME: GUAVA & JAVA - MIA, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112  
EXAMINER'S INITIALS:

*58*  
*7/23/01*

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2001 JUL 20 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF

GUAVA & JAVA - MIA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GUAVA & JAVA - MIA, INC.

The address of the principal office of this corporation shall be 16445 Collins Avenue, #2328, Sunny Isles Beach, Florida 33160, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4300 North University Drive, #D-206, Lauderhill, Florida 33351, and the name of the initial registered agent of the corporation at that address is Jeffrey I. Marcus, CPA.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

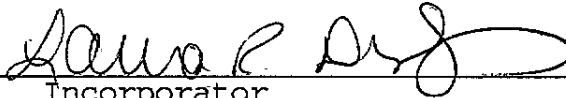
David Sterling Dir.	16445 Collins Avenue #2328, Sunny Isles Beach, Florida 33160
Rita Bhasker Dir.	6429 Woodville Drive Falls Church, Virginia 22044

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
2711 Centerville Road Suite 400  
Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on July 20, 2001.

  
\_\_\_\_\_  
Incorporator  
Its Agent, Laura R. Dunlap

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Jeffrey I. Marcus, CPA, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

GUAVA & JAVA - MIA, INC.

Jeffrey I. Marcus, CPA is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Jeffrey I. Marcus CPA  
Typed Name: Jeffrey I. Marcus, CPA