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EXPRESS CORPORATE FILING SERVICE INC.

(Requestor's Name)

1000 PONCE DE LEON BLVD. STE: 101

(Address)

CORAL GABLES, FL 33134 305-444-4994

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known)

000004566296--E

-09/04/01--01002--006

****78.75 ****78.75

1. RIPE COFFEE Co.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

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TALLAHASSEE FLORIDA

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

Examiner's Initials

ARTICLES OF INCORPORATION
FOR
RIPE COFFEE CO.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

RIPE COFFEE CO.

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ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6750 NW 186 ST. #106
MIAMI LAKES, FL 33015

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have shall be:

SHARES: 100 @ \$1.00

ARTICLE IV REGISTERED AGENT

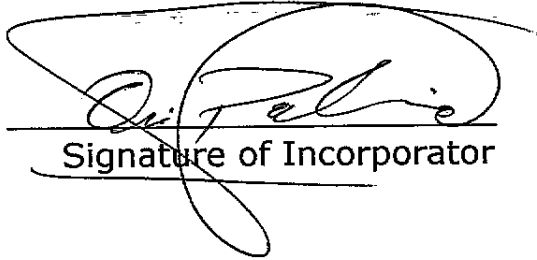
The name and Florida street address of the initial registered agent shall be:

CESAR A. OSORIO
6750 NW 186 ST. #106
MIAMI LAKES, FL 33015

ARTICLE V INCORPORATOR

The name and address of the incorporator(s) to these Articles of Incorporation shall be:

CESAR A. OSORIO
6750 NW 186 ST. #106
MIAMI LAKES, FL 33015


Signature of Incorporator

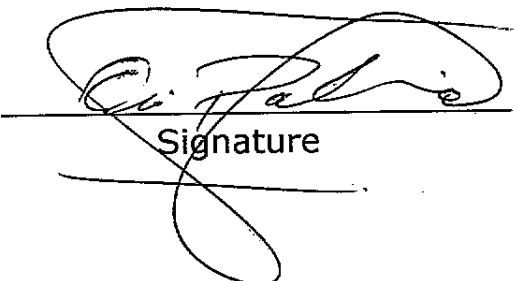
8/30/01
Date

ARTICLE VI DIRECTOR(S)/OFFICER(S)

The name(s) and address(es) of the Director(s)/Officer(s) shall be:

CESAR A. OSORIO (P)
CARMEN L. JIMENEZ (V)
6750 NW 186 ST. #106
MIAMI LAKES, FL 33015

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature

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Date