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Law Offices

GIUNTA, HOUSE & ROMM, P.A.

ATTORNEYS AND COUNSELORS AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SANTA BARBARA PLAZA

2189 SOUTHEAST 9TH STREET

POMPANO BEACH, FLORIDA 33062

TELEPHONE (954) 788-8500

FACSIMILE (954) 788-8400

E-MAIL Info @ ghrlaw.net

PATRICK B. GIUNTA
STUART N. HOUSE
MICHAEL R. ROMM

September 10, 2001

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

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*****78.75 *****78.75

RE: Articles of Incorporation of COFFEE ACQUISITION, INC.

Greetings:


Enclosed please find an original and one copy for certification the Articles of Incorporation for the above referenced new Florida corporation to be formed. Also enclosed please find our trust account check in the sum of \$78.75, payable to the Secretary of State, and remitted in payment for filing fee, certified copy fee, designation of resident agent fee, and capitol stock tax fee, etc.

Please file the Articles and return one certified copy to the undersigned via Federal Express (shipping label enclosed). Thank you for your attention to this matter.

Very truly yours,

Giunta, House & Romm, P.A.

By:



Marianne Miccoli, Paralegal

/mm

Enc.

cc: Mr. Rex Lutz

ARTICLES OF INCORPORATION
OF

COFFEE ACQUISITION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is **COFFEE ACQUISITION, INC.**

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

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

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00), par value common stock as follows:

Rex Lutz 1000 SHARES

ARTICLE V
PRE-EMPTIVE RIGHTS

Each Shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants, or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE VI
BUSINESS ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The initial address of the business of the Corporation shall be: 18367 N.E. 4th Court, North Miami Beach, FL 33179. The principal place of business of the corporation shall be DADE COUNTY, Florida.

ARTICLE VII
INITIAL REGISTERED AGENT AND OFFICE OF THE REGISTERED AGENT

The initial registered agent of this corporation is **MICHAEL R. ROMM, ESQ. of GIUNTA, HOUSE & ROMM, P.A.** and the address of the initial registered agent of this corporation at that address is **2189 SOUTHEAST 9TH STREET, POMPANO BEACH, FLORIDA 33062.**

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than two (2). The name and address of the directors and officers of this corporation are:

SOLE OFFICER AND DIRECTOR
Rex Lutz
1040 Seminole Drive, Apt. 451
Fort Lauderdale, FL 33304

ARTICLE IX - INCORPORATORS

The name and address of the persons signing these Articles is:

Rex Lutz: 1040 Seminole Drive, Fort Lauderdale, FL 33304

ARTICLE X
INDEMNIFICATION

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

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 10 day of September, 2001.

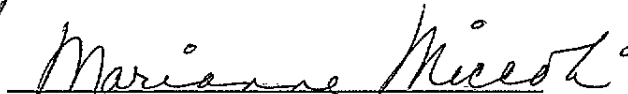


Rex Lutz

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Rex Lutz, having produced identification in the form of a Florida Driver's license, and otherwise known to me to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10 day of September, 2001.



NOTARY PUBLIC

My Commission Expires: _____



CERTIFICATE OF REGISTERED AGENT

This is a certificate designating place of business or domicile for the service of process within Florida and naming agent upon whom process may be served.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

First, that ¹²~~Rex Lutz~~ ^(R), 1040 Seminole Drive, Apt. 451, Fort Lauderdale, FL 33304

desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at: has named **MICHAEL ROMM, ESQUIRE**, of **Giunta, House, & Romm, P. A.** at **2189 SOUTHEAST 9TH STREET, POMPAÑO BEACH, FLORIDA** as its agent to accept service of process within Florida.

SIGNATURES:



REX LUTZ



Marianne Miccoli
Notary Public



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 

DATE 9-10-01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA