CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222 HOLOGOLOGOLOGOLOGOLOGOLOGOLOGOLOGOLOGOLO	700004672537 ******78.75 ******78.75
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ARTICLES OF INCORPORATION

OF

ARTFUL TASTE COFFEEGALLERY, INC.

OI NOV-8 AMII: 53
TALLAHASSEE, FLORIDA

The undersigned subscribes of these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I : NAME OF CORPORATION

The name of this corporation is ARTFUL TASTE COFFEEGALLERY, INC.

ARTICLE II : PURPOSE

The general nature of the business to be transacted by this corporation is to conduct and carry on the business of retail and wholesale sales of art and coffee.

To buy, sell, trade, and deal in all and every kind of material, equipment, supplies, product, manufactured, or unmanufactured; to buy, acquire, hold, use, employee, mortgage, convey, lease, and dispose of patent rights, letters patent, processes, devices, inventions, trademarks, formulas, goodwill and other rights; to take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve, and otherwise deal in and dispose of real estate and real property or any interest or rights there in, to lend money on bonds secured by mortgage and real property and to make advance from time to time on bonds secured by mortgage for future advance on real estate, but nothing there in set forth shall give or be construed to give said corporation any banking powers.

ARTICLE III : SHARES

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred shares of common stock without nominal or par value. The consideration to be paid for each share shall be \$5.00 in money, property, or services.

ARTICLE IV : RESTRICTIONS

All shareholders are restricted from transferring or selling their respective shares without prior approval of the Board of Directors.

ARTICLE V : CAPITAL

The amount of capital with which this corporation is to begin business with is Five Hundred Dollars.

ARTICLE VI : TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII : LOCATION

The initial post office address to the principal office of this corporation in the State of Florida is 13 Redwood Circle, Plantation, Florida. The Board of Directors may from time to time move to the principal office to any other address in Florida. The initial registered agent at this address is Verenda McCoy Daniel.

ARTICLE VIII : BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three directors, initially. The number of directors may be increased from time to time, by the by-laws adopted by the stockholders, but shall never be less than three.

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the by-laws.

Section 4. The names and address of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation, are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Verenda McCoy Daniel	13 Redwood Circle Plantation, FL	Pres./Treas.
Douglas J. McCoy	1750 NW 24 Terrace Ft Lauderdale, FL	Vice-Pres.
Leola R. McCoy	1750 NW 24 Terrace Ft Lauderdale, FL	Secretary

ARTICLE IX : SHARES AND CONSIDERATION

The names and post office address of each subscribed to these articles of incorporation, the number of shares of stock

each agrees to take and the value of the consideration therefore are:

Name Address Shares Consideration

Verenda McCoy 13 Redwood Circle 100 Voting Interest Daniel Plantation, FL

ARTICLE X : BY-LAWS

Section 1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the by-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XII : 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 stockholders, and approved at a stockholders' meeting by majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

Misti Osborne

ERENDA MCCOY DANIEL

Misti Osborne
MY COMMISSION # CC918899 EXPIRES
March 15, 2004
BONDED THRU TROY FAIN INSUPANCE, INC.

LEOLA R. MCCOY

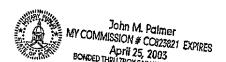
State of Florida County of Broward

SWORN TO AND SUBSCRIBED before me this

day of ________, 2001.

NOTARY PUBLIC

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATES, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That ARTFUL TASTE COFFEEGALLERY, INC.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Plantation , County of

Broward , State of Florida
has named Verenda McCoy Daniel
located at 13 Redwood Circle, Plantation, FL 33317

(Street address and number of building, Post Office Box address not acceptable)
City of Plantation , County of Broward
State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT : (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

VERENDA MCCOY DANIEL (Resident Agent)

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ANASSEE, FLORIDA