

P02000004711

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Espresso USA, Inc..
Articles of Incorporation

600004764696--7
-01/10/02--01033--003
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed for filing please find executed original and copies of original of the Articles of Incorporation for the above referenced Florida Corporation. Also enclosed, please find a check in the amount of ~~\$122.50~~ for the filing fee and a certified copy.

78.75

Please file said Articles of Incorporation and return a certified copy of same to the address of the corporation, which is: 606 David Street, Atlantic Beach, FL 32233.

Should there be any questions, please call me at 904 249-3771

Sincerely, *Daniel O'Connor*

Daniel O'Connor

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 10 AM 10:33

20-51-1

ARTICLES OF INCORPORATION

OF

ESPRESSO USA, INC.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights and immunities of a corporation for profit.

I. The name of the corporation shall be:

ESPRESSO USA, INC.

II. The general character or nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

III. The maximum number of shares of stock that this corporation is authorized to have outstanding is 1,000 shares of common stock, each share having a par value of \$0.10.

IV. The amount of capital with which this corporation shall begin business is \$100.00

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

**606 David Street
Atlantic Beach, FL 32233**

VI. The name of the incorporator of this Corporation is Daniel O'Connor whose principal address is 606 David Street. Atlantic Beach, FL 32233.

VII. The name(s) and address of the Director(s) shall be:
Daniel O'Connor, 606 David Street, Atlantic Beach, FL 32233

VIII. The Corporation shall have perpetual existence.

IX. The officers of this Corporation shall be:

President:	Richard Reum
Vice-President:	Daniel O'Connor
Secretary:	Richard Reum
Treasurer:	Daniel O'Connor

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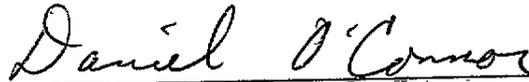
X. The initial Registered Agent and street address of this corporation is:

Daniel O'Connor
606 David Street
Atlantic Beach, FL 32233

XI. Stockholders of this corporation may enter into such stockholders' and trustee agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders' and trustee agreement.

XII. 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 a majority of stock entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned incorporator has executed these Articles of Incorporation this 7th day of January, 2002.



Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

ESPRESSO USA, INC.

2. The name and address of the registered agent and office is:

Daniel O'Connor
606 David Street
Atlantic Beach, FL 32233

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DIVISION OF CORPORATIONS
02 JAN 10 AM 10:34

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Daniel O'Connor

Signature

1/7/02

Date