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AUTHORIZATION :

COST LIMIT : \$ 70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 11, 2002

ORDER TIME : 12:26 PM

ORDER NO. : 524124-005

CUSTOMER NO: 80881A

CUSTOMER: Ms. Regina T. Lowrie
Fassett Anthony & Taylor, P.a.

1325 West Colonial Drive

Orlando, FL 32804

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: JAVABERRIES, INC.

000004899910--6

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

J. BRYAN FEB 11 2002

**ARTICLES OF INCORPORATION
OF
JAVABERRIES, INC.**

The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be JAVABERRIES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 13953 Fairway Island Drive, # 624, Orlando, Florida 32837.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of

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Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 13953 Fairway Island Drive, # 624, Orlando, Florida 32837.

The name of the initial registered agent of this corporation at that address shall be Ron Carlisle.

ARTICLE VII - INITIAL 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 one Director, initially. The name and street address of the initial member of the Board of Directors is:

| <u>Name</u> | <u>Address</u> |
|--------------|---|
| Ron Carlisle | 13953 Fairway Island Drive, # 624 Orlando, Florida 32837 |

ARTICLE VIII - OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

| <u>Name</u> | <u>Address</u> | <u>Office</u> |
|--------------|---|---------------------------------------|
| Ron Carlisle | 13953 Fairway Island Drive, # 624 Orlando, Florida 32837 | President/ Secretary/ Treasurer |

ARTICLE IX - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE X - SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE XI - INDEMNITY

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the

Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

ARTICLE XII - INCORPORATOR

The following is the name and street address of the Incorporator to these Articles of Incorporation:

Ron Carlisle
13953 Fairway Island Drive, # 624
Orlando, Florida 32837

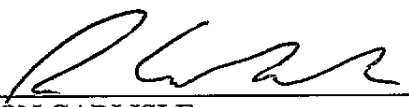
ARTICLE X - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law.

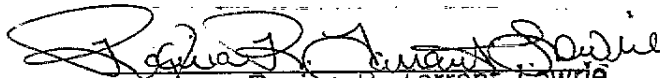
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of February, 2002.

 (SEAL)
RON CARLISLE
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared RON CARLISLE, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of February, 2002.



Print Name: Regina R. Tarrant Lowrie

Notary Public, State of Florida

My commission expires:

Commission No.:

(SEAL)




**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, Javaberries, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named as its Registered Agent Ron Carlisle, 13953 Fairway Island Drive, Orlando, Florida 32837, to accept service of process within this State.

ACKNOWLEDGMENT

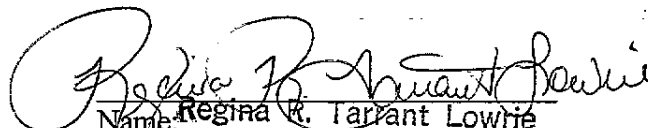
Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



RON CARLISLE

SWORN TO AND SUBSCRIBED before me this 7th day of February, 2002 by Ron Carlisle, who is personally known to me.




Name: Regina R. Tarrant Lowrie
Notary Public, State of Fla.
Serial No. _____
My commission expires: _____

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TALLAHASSEE, FLORIDA