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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

CHOCOLATESTARBUS.COM, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

CHOCOLATESTARBUS.COM, INC.

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

ARTICLE I

The name of the corporation shall be:

Chocolatestarbus.com, Inc.

ARTICLE II

The principal place of business of this corporation shall be:

444 Brickell Avenue, Suite 1001
Miami, Florida 33131

ARTICLE III

This corporation may engage in or transact any of all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Myron M. Samole
Samole & Berger, P.A.
9700 S. Dixie Highway
Suite 1030
Miami, FL 33156
Fla Bar No. 323527

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ARTICLE IV

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 SHARES OF COMMON STOCK

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

There are no directors of this corporation.

ARTICLE VII

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected is:

none

ARTICLE VIII

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

**Patricia M. Lanners
9700 South Dixie Highway, Suite 1030
Miami, Florida 33156**

ARTICLE IX

The name and address of the initial registered agent is:

**Myron M. Samole
9700 South Dixie Highway, Suite 1030
Miami, Florida 33156**

ARTICLE X

It is the intention of the initial Board of Directors to be taxed as a "small business corporation", under the provisions of the Internal Revenue Code and that the proper officers of the corporation be and they are hereby authorized and directed to evidence such election by completing and filing form 2553 of the United States Treasury Department with the Internal Revenue Service.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of March, 2002.

Patricia M. Lanners
Patricia M. Lanners, Incorporator

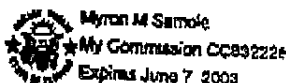
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME personally appeared Patricia M. Lanners, to me well known and known to me to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION and acknowledged to and before me that she executed said instrument for purposes therein expressed.

WITNESS my hand and official seal this 1st day of March, 2002.

Myron M. Samole
Myron M. Samole
Notary Public, State of Florida

My Commission Expires:



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ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


 Myron M. Samole, Registered Agent

Date: March 1, 2002

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