

JAVA BEANS'N BAGEL'S, INC.

3780 W. Gulf to Lake Highway, Lecanto, FL 34461

August 8, 2002

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*****70.00 *****70.00


Florida Secretary of State
Division of Corporation Fees
P. O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

We are enclosing Articles of Incorporation for Java Beans'N Bagel's, Inc., along with a check for \$70 payable to the Secretary of State.

Thank you for your attention to this matter.

Regards,


Tammie Young
President

TY:jah

Enclosures

FILED
02 OCT 17 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
JAVA BEANS'N BAGEL'S, INC.

FILED
02 OCT 17 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME.

The name of the for profit corporation shall be Java Beans'N Bagel's, Inc.

ARTICLE II. PRINCIPAL OFFICE & MAILING ADDRESS.

The principal place of business of this corporation shall be: 1101 W. Redding Street, Hernando, Florida 34442. The mailing address of this corporation shall be: 1101 W. Redding Street, Hernando, Florida 34442.

ARTICLE III. PURPOSE

This for profit corporation was organized to conduct all business deemed proper and necessary for the sale of bakery and deli products.

ARTICLE IV. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares, each share having a par value of \$1.00.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.

The address of the initial registered office of this corporation is: 1101 W. Redding Street, Hernando, Florida 34442, and the name of the initial registered agent of this corporation at the address is: Tammie Young.

ARTICLE VI. INITIAL BOARD OF DIRECTORS.

This corporation shall have two (2) director(s) initially. The number of directors may be increased or decreased from time to time by the By-Laws, but there shall always be at least one director. The name and address of the initial directors of this corporation are:

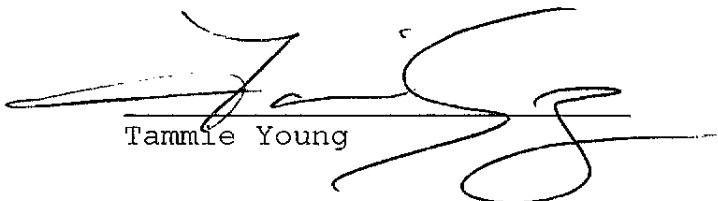
<u>NAME</u>	<u>ADDRESS</u>
Tammie Young	1101 W. Redding Street Hernando, Florida 34442
Mark Tellier	1101 W. Redding Street Hernando, Florida 34442

ARTICLE VII. INCORPORATOR.

The name and address of the person signing these Articles of Incorporation is:

Tammie Young
1101 W. Redding Street
Hernando, Florida 34442

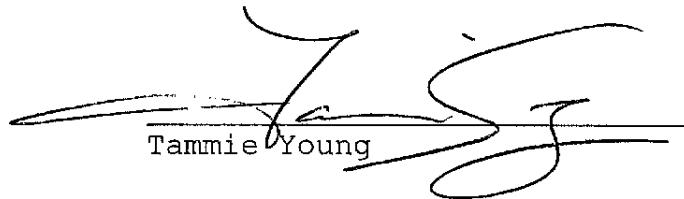
The undersigned has executed these Articles of Incorporation this 8th day of August, 2002.


Tammie Young

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
02 OCT 17 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


Tammie Young

Date: August 8, 2002