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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.**SECOND CUP OF COFFEE, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
SECOND CUP OF COFFEE, INC.
ARTICLE I - NAME

The name of the Corporation is:
SECOND CUP OF COFFEE, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of one dollar(\$1.00) par value common stock, which shall be designated "Common Shares"

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this corporation is:
STEVE FOSTER
2201 SE 25TH ST
OCALA, FL 34471

The principal Place of business of the Corporation shall be:
1212 NE 36TH AVE.
OCALA, FL 34470

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the by-laws, but shall never have less than one (1). The name and address of the initial Director is:

Name: **STEVE FOSTER**
PRESIDENT

Address:
2201 SE 25TH ST
OCALA, FL 34471

JOHN McCORMICK
VICE PRESIDENT

3180 NE 63RD ST
OCALA, FL 34479

ARTICLE VII - LAWS

The by-laws of this corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s)

ARTICLE VIII - IDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former officer or Director, to the full extent permitted by law.

ARTICLE IX PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as th which he/she already holds, shall have the right to purchase his/her prorated share thereof (as nearly as may be done without issuance of fractonal shares) at the price at which it is offered to others.

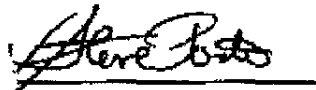
ARTICLE X - INCORPORATOR

The persons signing these Articles is:STEVE FOSTER

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any proviskons contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 19th DAY of NOVEMBER of 2002



STEVE FOSTER
President

**CERTIFICATE OF DESIGNATION
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.

First that ,SECOND CUP OF COFFEE, Inc. Is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named STEVE FOSTER located at Ocala, Florida, County of Marion, State of Florida, as its agent to accept service of process within this state.

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.


STEVE FOSTER, AGENT

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