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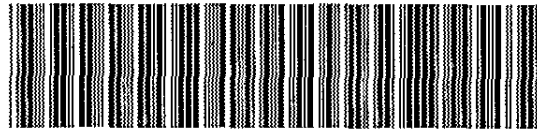
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: KIWI CAFÉ & COFFEE SHOP, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for Seventy Eight Dollars and Seventy Five Cents (\$78.75) for the filing fee, registration of the agent and a certificate.

From: HEATHER ESQUE
KIWI CAFÉ & COFFEE SHOP, INC.
4166 S. ATLANTIC AVENUE
NEW SMYRNA BEACH, FL 32169

**ARTICLES OF INCORPORATION
OF
KIWI CAFÉ & COFFEE SHOP, INC.**

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

Article I NAME

The name of the corporation is:

KIWI CAFÉ & COFFEE SHOP, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business of the corporation shall be located at 4166 S ATLANTIC AVENUE, NEW SMYRNA BEACH, FL 32169. The mailing address is 4166 S ATLANTIC AVENUE, NEW SMYRNA BEACH, FL 32169.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares having par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans with the provisions of Section 1244 of the Internal Revenue Code of 1954.

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Name: HEATHER ESQUE

Address: 3817 SCHOOLWAY AVENUE, NEW SMYRNA BEACH, FL 32169.

Her mailing address is: 3817 SCHOOLWAY AVENUE, NEW SMYRNA BEACH, FL 32169.

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ARTICLE V INCORPORATOR

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

Name: HEATHER ESQUE

Address: 3817 SCHOOLWAY AVENUE, NEW SMYRNA BEACH, FL 32169.

ARTICLE VI INITIAL BOARD OF DIRECTIONS

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation. The name and street address of the directors who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified is/are:

Name	Address
HEATHER ESQUE	3817 SCHOOLWAY AVENUE NEW SMYRNA BEACH, FL 32169
WILLIAM ESQUE	3817 SCHOOLWAY AVENUE NEW SMYRNA BEACH, FL 32169

ARTICLE VII AMENDMENT

The Corporation will indemnify WILLIAM ESQUE AND HEATHER ESQUE or anyone who enters into a contract on behalf of this corporation as long as the Board of Directors has approved the contract.

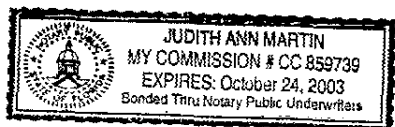
These Articles of Incorporation may be altered or amended by a resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of the majority of the shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

The undersigned incorporator has executed these Articles of
Incorporation this 6th day of ~~FEBRUARY~~, 2003. March

Heather Esque, Incorporator
HEATHER ESQUE, Incorporator

State of Florida
County of VOLUSIA

The forgoing Articles of Incorporation were acknowledged before
me this 6th day of MARCH, 2003, by HEATHER ESQUE.



Judith Ann Martin
Notary Public, State of Florida

I, HEATHER ESQUE, do hereby agree to serve as the corporation's
registered agent pursuant to Article IV of the foregoing Articles of
Incorporation.

Heather Esque
HEATHER ESQUE

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