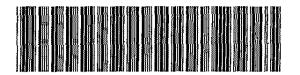
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WENDEL & CHRITTON CHARTERED

ATTORNEYS AT LAW

JOHN F. WENDEL
Administrative and Governmental Law
Corporation and Business Law
Non-Profit/Tax Exempt Organizations
Sports Law

June 19, 2003 VIA FEDEX TRACKING #: 8388 5714 1363 5300 South Florida Avenue Post Office Box 5378 Lakeland, Florida 33807 Telephone (863) 646-5091 Fax (863) 644-3477 E-mail: wcplaw@aol.com

In reply please refer to our file:

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399 (7664) M-03-143-1 BIRCH TREE COFFEE, INC General Corporate/Miscellaneous

Ladies and Gentlemen:

Enclosed please find the following documents:

- 1. Original and one copy of the Articles of Incorporation for BIRCH TREE COFFEE, INC.,
- 2. Our check for \$78.75 payable to "Secretary of State", and
- 3. Our self-addressed, stamped envelope.

Please do the following:

- 1. File the original Articles of Organization, prepare a certified copy of same and send the certified copy to the undersigned by regular mail in the enclosed self-addressed stamped envelope provided for that purpose. If possible, and if it is not inconvenient, via facsimile transmission to (863) 644-3477.
- 2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,

WENDEL & CHRITTON, CHARTER

John F. Wendel

JFW/mdp Enclosures

cc: Mr. Anthony G. Earl (w/enclosures)

Mr. Stephen H. Hamic, CPA (w/enclosures)

ARTICLES OF INCORPORATION

OF

BIRCH TREE COFFEE, INC.

The undersigned incorporator, for the purpose of forming a corporation under Chapter 607, Florida Statutes, the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is BIRCH TREE COFFEE, INC.



ARTICLE II

The existence of the corporation shall commence on June 16, 2003.

ARTICLE III

The street address of the corporation is 5300 South Florida Avenue, Suite E2, Lakeland, Florida 33813. The mailing address of the corporation is Post Office Box 5378, Lakeland, Florida 33807-5378.

ARTICLE IV

The number of shares which the corporation is authorized to issue is One Thousand (1,000) shares having a par value of \$0.01 each.

ARTICLE V

The name and street address of the initial registered agent of the corporation is JOHN F. WENDEL, c/o WENDEL & CHRITTON, CHARTERED, 5300 South Florida Avenue, Suite E2, Lakeland, Florida 33813.

ARTICLE VI

The name and address of the sole incorporator of the corporation is JOHN F. WENDEL, c/o Wendel & Chritton, Chartered, 5300 South Florida Avenue, Suite E2, Post Office Box 5378, Lakeland, Florida 33807.

ARTICLE VII

The corporation elects to have preemptive rights.

The undersigned incorporator executed these Articles of Incorporation this 19th day of June, 2003.

JOHN F. WENDEL

Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, JOHN F. WENDEL, having been named to serve as Registered Agent for BIRCH TREE COFFEE, INC., do hereby accept such office and agree to conduct myself therein according to law. I am familiar with and accept the obligations of such office.

DATED this 19th day of June, 2003.

JOHN F. WENDEL