

**Electronic Articles of Incorporation
For**

P04000011700
FILED
January 15, 2004
Sec. Of State

SOLID GROUNDS COFFEE, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

SOLID GROUNDS COFFEE, INC.

Article II

The principal place of business address:

1532 LAND O LAKES BLVD
A
LUTZ, FL. US 33549

The mailing address of the corporation is:

1921 TINKER DR
LUTZ, FL. US 33559

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

JOSEPH P CAPUTO
1921 TINKER DR
LUTZ, FL. 33559

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: JOSEPH P. CAPUTO

Article VI

The name and address of the incorporator is:

KATHLEEN G CAPUTO
1921 TINKER DR
LUTZ FL 33559

Incorporator Signature: KATHLEEN G CAPUTO

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
KATHLEEN G CAPUTO
1921 TINKER DR
LUTZ, FL. 33559 US

Title: VP
JOSEPH P CAPUTO
1921 TINKER DR
LUTZ, FL. 33559 US

Article VIII

The effective date for this corporation shall be:

01/13/2004