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Isler, Sombathy & Sombathy

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Division of Corporations

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Florida Department of State

Division of Corporations

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Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : ISLER, SOMBATHY & SOMBATHY, P.A.

Account Number : T19990000275

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FLORIDA PROFIT CORPORATION OR P.A.

Bay Breeze Coffee & Subs, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
BAY BREEZE COFFEE & SUBS, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: BAY BREEZE COFFEE & SUBS, INC.

ARTICLE II

The street address of the principal office of the Corporation is: 831 Transmitter Road, Panama City, FL 32404.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 1,000, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is: 434 Magnolia Avenue, Panama City, Florida, 32401. The initial registered agent for the Corporation at that address is: Julie Ann Sombathy.

ARTICLE V

The initial board of directors shall consist of two members. This number may be increased or decreased from time to time in accordance with the Corporations's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Names	Addresses
Alexe Osip	19436 Highway 231 Panama City, Florida 32438

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Doina Vasilas

19436 Highway 231
Panama City, Florida 32438

ARTICLE VI

The name and street address of the person signing these articles of incorporation is:

Name

Address

Alexe Osip

19436 Highway 231
Panama City, Florida 32438

ARTICLE VII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation.

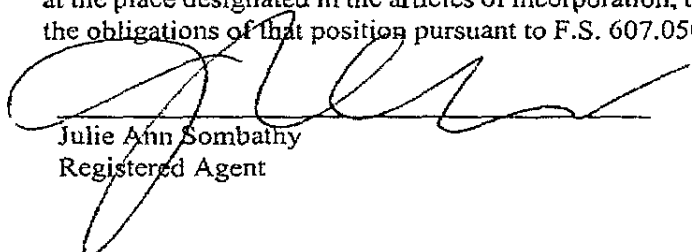


Alexe Osip
Incorporator

27/4/04
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BAY BREEZE COFFEE & SUBS, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.



Julie Ann Sombathy
Registered Agent

4/27/04
Date

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 607.0501, 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.

1. The name of the corporation is: BAY BREEZE COFFEE & SUBS, INC.
2. The name and address of the registered agent and office is:

Julie Ann Sombathy
434 Magnolia Avenue
Panama City, Florida 32401

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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.


Julie Ann Sombathy

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