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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

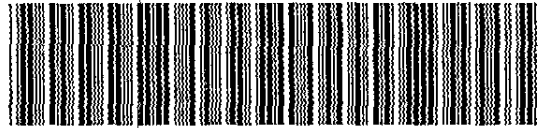
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SECRET
DIVISION

204-30263

Robert J. Rayburn, III, JD, CPA, AM

Office: 9003 W. 140th St., Overland Park, KS 66221

Mailing Address: c/o P&M Consulting, Inc., 301 Duck Road, Grandview, MO 64030

Telephone: (816) 966-1359 Fax: (816) 966-0452

August 5, 2004

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

RE: S & M Enterprises, Inc.

Dear Sir/Madam:

We are enclosing Articles of Incorporation, in duplicate, for filing with your office. Our check in the amount of \$78.75 is also enclosed for the filing fees. Please forward a certified copy of the Articles to us in the self-addressed, stamped envelope provided for your convenience.

If you have any questions or concerns regarding this filing, please call me at 816-966-1359. Thank you for your assistance.

Very truly yours,



Joanne W. Jacobs, Paralegal

jwj

Enclosures

cc: Michael W. Gold
Charles G. Smith
Dennis Scovanner

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SERIALIZED
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
S & M Enterprises of Bradenton, Inc.**

ARTICLE I

Name

The name of the corporation is S & M Enterprises of Bradenton, Inc.

ARTICLE II

Principal Office

7608 19th Ave., N.W.
Bradenton, FL 34209

ARTICLE III

Purpose

The purpose or purposes of the business to be conducted or promoted are:

- (a) To operate and manage one or more coffee shops; and
- (b) To engage in any lawful conduct or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

Shares

The corporation shall have the authority to issue 100,000 shares of common stock with the par value of \$1.00 per share.

ARTICLE V

Initial Officers and/or Directors

Charles G. Smith
7608 19th Ave., N.W.
Bradenton, FL 34209

President/Treasurer/Director

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CORPORATIONS

Michael W. Gold
2118 49th Ave., E.
Bradenton, FL 34203

Vice President/Secretary/Director

ARTICLE VI

Registered Office and Agent

The name and address of the Registered Agent is:

Charles G. Smith
7608 19th Ave., N.W.
Bradenton, FL 34209

ARTICLE VII

Incorporator

The name and mailing address of the incorporator is:

Michael W. Gold
2118 49th Ave., E.
Bradenton, FL 34203

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DIVISION OF CORPORATE
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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Charles G. Smith
Charles G. Smith, Registered Agent

Date: August 5, 2004

Michael W. Gold
Michael W. Gold, Incorporator

Date: August 5, 2004