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The Law Office of
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S. NOEL WHITE
CHRISTOPHER N. GIULIANA, OF COUNSEL

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August 10, 2004

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

Re: **Billie Bean Java Express, Inc.**


Dear Sir or Madam:

Enclosed for filing is an **original and two copies** of the Articles of Incorporation for **Billie Bean Java Express, Inc.**, along with the Designation and Acceptance of its Registered Agent.

Also enclosed is my client's check for \$87.50 payable to the Department of State, to cover the Filing Fee, Certified Copy, and Certificate.

If there are any questions, or problems, please do not hesitate to contact me directly.

Sincerely,


S. Noel White
Attorney at Law

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
BILLIE BEAN JAVA EXPRESS, INC.
(A Florida For Profit Corporation)**

The undersigned, acting as incorporator to these Articles of Incorporation, hereby forms a corporation for profit under the Laws of the State of Florida, Chapter 607 F.S.

ARTICLE I – NAME.

The name of the corporation shall be: BILLIE BEAN JAVA EXPRESS, INC..

ARTICLE II – PRINCIPAL OFFICE & MAILING ADDRESS.

The principal place of business of the corporation shall be: 2941 Atwood Drive, Clearwater, Florida 33761. The mailing address of the corporation shall be: 2941 Atwood Drive, Clearwater, Florida 33761.

ARTICLE III – PURPOSE.

The purpose for which this corporation is organized to engage in any activities or businesses permitted under the laws of the United States and the laws of the State of Florida.

ARTICLE IV – SHARES.

The corporation is authorized to issue One Thousand (1,000) shares of stock, all of one class, at a par value of One Dollar (\$1.00) per share. All issued stock shall be held of record by not more than 75 persons. Stock will be issued and transferred only to (a) natural persons, (b) estates, or (c) a trust defined in 26 U.S.C. §1361(c)(2) or its successor section. In addition, no stock shall be issued or transferred to an nonresident alien.

ARTICLE V – INCORPORATOR.

The name and address of the Incorporator of the corporation is: WILLIAM G. BROWN, JR., 2941 Atwood Drive, Clearwater, Florida 33761.

ARTICLE VI – REGISTERED AGENT.

The name and street address of the initial registered agent of the corporation is: WILLIAM G. BROWN, JR., 2941 Atwood Drive, Clearwater, Florida 33761.

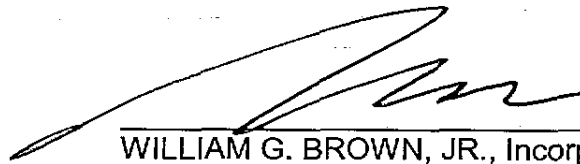
ARTICLE VII – DIRECTORS.

The name and street address of each initial Director is:

WILLIAM G. BROWN, JR.

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SECRET
DIVISION OF REVENUE

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on August 10, 2004.



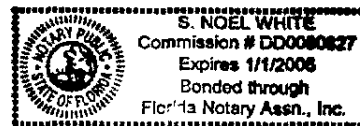
WILLIAM G. BROWN, JR., Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me on August 10, 2004, by WILLIAM G. BROWN, JR., who produced his Florida drivers license by way of identification.



NOTARY PUBLIC, State of Florida
My Commission Expires:



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF DESIGNATION & ACCEPTANCE OF
REGISTERED AGENT & REGISTERED OFFICE**

Pursuant to the provisions of §607.0202 and §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office, in the State of Florida.

1. The name of the corporation is: BILLIE BEAN JAVA EXPRESS, INC..
2. The name and address of the registered agent and registered office are:

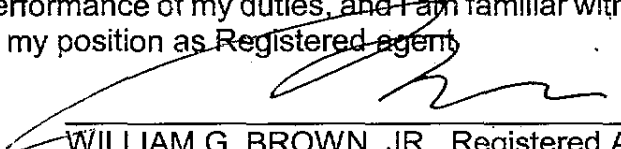
WILLIAM G. BROWN, JR., 2941 Atwood Drive, Clearwater, Florida 33761.


WILLIAM G. BROWN, JR., Director

10 AUG 2004

Date

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby 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.


WILLIAM G. BROWN, JR., Registered Agent

10 AUG 2004

Date

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SECRETARY OF STATE
DIVISION OF CORPORATIONS