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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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Thomas Frost, Esq.

Registered Patent Attorney

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August 27, 2004

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: Bay Coffee Company, Inc.

Enclosed is an original and one copy of the articles of incorporation, including certificate of designation of resident agent. Check in the amount of \$78.75 for the filing fee, registered agent designation and certified copy. Please forward the certified copy to my office.

Feel free to contact me with any questions.

Sincerely,



Thomas Frost
Enclosures(2)

ARTICLES OF INCORPORATION
OF

Bay Coffee Company, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

1.01. The name of the Corporation shall be Bay Coffee Company, Inc.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

2.01. The location and address of the Corporation's initial registered office in Florida is 300 64th Avenue, Ste. 124, St. Petersburg Beach, Pinellas County. The initial registered agent at the registered office is James Myers.

ARTICLE THREE

3.01. The principal place of business and mailing address of the Corporation shall be 300 64th Avenue, Ste. 124, St. Petersburg Beach, Florida 33706-2146.

ARTICLE FOUR

DURATION

4.01. The term of existence of the Corporation is perpetual.

ARTICLE FIVE

INCORPORATORS

5.01. The names and post office addresses of the incorporators are:

Name	Address
James Myers	300 64 th Avenue, Ste. 124 St. Petersburg, FL 33706-2146

ARTICLE SIX

CAPITAL STOCK

6.01. The number of shares of stock that the Corporation is authorized to have outstanding is 1,000.

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SECRETARIES OFFICE
TALLAHASSEE, FLORIDA

ARTICLE SEVEN

AMENDMENT OF ARTICLES

7.01. The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

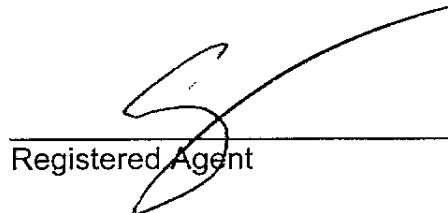
IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 27 day of August 2004.



Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

Dated this 27 day of August 2004.



Registered Agent