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TRANSMITTAL LETTER

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

SUBJECT: The BEAN Queen, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Donna + JAMES PALAZZOLO
Name (Printed or typed)

237 ATLANTIC Blvd.
Address

PEY LARGO, FL 33037
City, State & Zip

325-453-5334
Daytime Telephone number

07 SEP 17 PM 6:28

NOTE: Please provide the original and one copy of the articles.

September 10, 2004

**ARTICLES OF INCORPORATION
The Bean Queen, Inc.
A Florida Corporation**

The undersigned individual, desiring to form an Corporation in the State of Florida hereby agrees to act as follows:

Article I:

The name of the Corporation is: The Bean Queen, Inc. (herein referred to as "The Corporation").

Article II:

The Corporation's principal place of business and mailing address is:

237 Atlantic Blvd.
Key Largo, FL 33037

046-58-6512

Article III:

The primary business of The Corporation is the operation of a drive-thru espresso kiosk.

Article IV:

The Corporation is authorized to issue 100 shares of stock. All shares shall be common stock with full voting privileges.

Article V:

There are two initial officers of The Corporation:

President/Treasurer: James Palazzolo 304 Sparrow Lane, Medford, OR 97501
TIN: 046-58-6512 90 shares

Vice-Pres./Secretary: Donna Palazzolo 237 Atlantic Blvd. Key Largo, FL 33037
TIN: 047-64-8357 10 shares

Article VI:

The Registered Agent for The Corporation is:

Donna Palazzolo 237 Atlantic Blvd. Key Largo, FL 33037

Article VII:

The Incorporator for The Corporation is:

James V. Palazzolo 304 Sparrow Lane Medford, OR 97501

Article VIII:

The filing date for The Corporation shall be the date of receipt of the articles of incorporation by the office of Florida's Secretary of State.

The fiscal year of the Corporation shall end on December 31.

The Corporation has perpetual existence and succession in its corporate name.

6432 17 11 38 26

Having been named as registered agent to accept 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.

(X) Donna Palazzolo
Donna Palazzolo, Registered Agent

9/13/04
Date

(X) James V. Palazzolo
James V. Palazzolo, Incorporator

9/13/04
Date