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Division of Corporations

FOWLER WHITE

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FLORIDA PROFIT CORPORATION OR P.A.

Java John's, Inc.

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**ARTICLES OF INCORPORATION
OF
JAVA JOHN'S, INC.**

EFFECTIVE DATE
10-31-04

ARTICLE I.

NAME

The name of this corporation is Java John's, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 7924 First Avenue South, St. Petersburg, Florida 33707.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock with a par value of One Cent (\$.01) per share. Without action by the shareholders, any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

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ARTICLE V.**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation in the State of Florida is 7924 First Avenue South, St. Petersburg, Florida 33707, and the name of the initial registered agent of this corporation at that address is Sheri L. Ivison. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.**INCORPORATOR**

The name and address of the Incorporator of this corporation is:

NAME**ADDRESS**

Sheri L. Ivison

7924 First Avenue South
St. Petersburg, Florida 33707**ARTICLE VII****INDEMNIFICATION OF DIRECTORS AND OFFICERS**

This corporation shall indemnify its directors and officers to the full extent permitted by applicable law. No director or officer of this corporation shall be liable to said corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as the same exists or may hereafter be amended. Any amendment, modification or repeal of this Article VII shall not adversely affect any right of protection of an officer or director of the corporation in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

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ARTICLE VIII
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholders or Board of Directors may repeal, amend, or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed, or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and affixed his seal this 31st day of October, 2004.



Sheri L. Ivison, Incorporator

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
JAVA JOHN'S, INC.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Java John's, Inc., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 7924 First Avenue South, St. Petersburg, Florida 33707.

IN WITNESS WHEREOF, the undersigned Registered Agent has hereunto set her hand and seal in Jacksonville, Duval County, Florida, on this 31st day of October, 2004.

Sheri L. Iverson
Sheri L. Iverson, its Registered Agent

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