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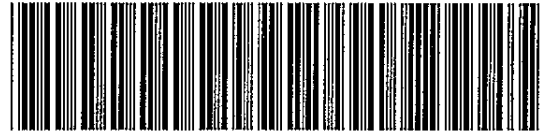
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-7-05
WGN

LAW OFFICES

Roger F. Borrello

SUITE 301
300 NORTHWEST 70TH AVENUE

Plantation, Florida 33317

TELEPHONE (954) 797-7707
FACSIMILE (954) 797-7079

November 3, 2005

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: USA COFFEE COMPANY, INC.

Gentlemen/Ladies:

Enclosed for filing please find original and one (1) copy
of Articles of Incorporation relative to the above.

Also enclosed is check in the amount of \$78.75 to cover the
following:

1.	Filing fee	\$ 35.00
2.	Registered Agent fee	35.00
3.	Certified copy	<u>8.75</u>

TOTAL \$ 78.75

Kindly return certified copy to this office.

Sincerely yours,

ROGER F. BORRELLO

RFB:sw
Enclosures

ARTICLES OF INCORPORATION
OF
USA COFFEE COMPANY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida; and further do agree to the following conditions of said Corporation:

ARTICLE I: NAME

The name of this Corporation shall be:

USA COFFEE COMPANY, INC.

and its business shall be carried on in Broward County, Florida, and also within and without the State of Florida, and in the United States of America and foreign countries as may from time to time be deemed desirable or expedient.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation and the objects and purposes thereof are as follows:

1. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, territory or nation.
2. To maintain offices in connection with said business and where necessary, to build or construct new facilities or additions and alterations to existing facilities in connection with its business.
3. To buy, sell, manufacture, repair, alter and exchange, let or hire, export or deal in all kinds of articles and things which may be required for the purposes of any of the said business, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said business.
4. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time shall be 1,000 shares of no par value stock.

The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the Incorporators or by the Directors at a meeting called for such purpose or at the organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or going businesses may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the Company may decide.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V: TERM OF EXISTENCE

This Corporation shall have perpetual existence unless dissolved by action of law or by vote of the stockholders.

ARTICLE VI: ADDRESS

The initial post office address of this Corporation in the State of Florida is:

300 N.W. 70th Ave., Suite 106
Plantation, FL 33317

ARTICLE VII: DIRECTORS

This Corporation shall have not less than one Director who need not be a stockholder. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Laws hereof, but at no time shall there be a number less than one (1).

ARTICLE VIII: INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the First Board of Directors and Officers of this Corporation are as follows:

President	:	TED MASSINELLO
Treasurer	:	TED MASSINELLO
Secretary	:	TED MASSINELLO
Director	:	TED MASSINELLO
Address	:	300 N.W. 70 TH Ave., Suite 106 Plantation, Fl 33317

ARTICLE IX: SUBSCRIBERS

The names and post office addresses of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration paid therefor are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount paid</u>
Ted Massinello	300 N.W. 70 th Ave. Suite 301 Plantation, FL 33317	100	\$500.00

ARTICLE X: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the voting shares.

ARTICLE XI: POWERS OF THE BOARD OF DIRECTORS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

1. To make, alter, amend or repeal the By-Laws of the Corporation.

2. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages, liens upon the property, and franchises of this Corporation.

3. If the By-Laws so provide, to designate by resolution two or more of their number to constitute an Executive Committee, which Committee, to the extent provided in the resolution or in the By-Laws of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business, affairs and property of the Corporation, during the intervals between the meetings of the board of Directors, so far as may be permitted by law.

ARTICLE XII: RESTRICTIONS ON STOCK TRANSFERS

The restrictions upon the transfer of shares of stock of any class are as follows:

Any stockholder, including the heirs, assigns, executors, or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them shall first offer it to the corporation through the Board of Directors in the following manner:

He shall notify the Directors of his desire to sell or transfer, by notice in writing which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The Directors shall within thirty days thereafter either accept the offer or by notice to him in writing, name a second arbitrator, and these two shall name a third; it shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in the manner he may see fit.

No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the board of Directors may in any particular instance waive the requirements.

ARTICLE XIII: PRE-EMPTIVE RIGHTS


The stockholders shall have pre-emptive rights in the issuance of any additional stock to maintain their proportionate interest in the corporation.

ARTICLE XIV: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Registered Agent of the Corporation is:

Ted Massinello
300 N.W. 70th Ave., Suite 106
Plantation, Florida 33317

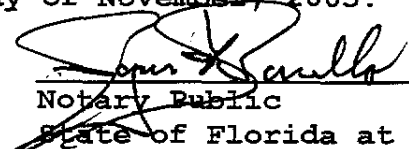
IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 2nd day of November, 2005.


TED MASSINELLO, Subscriber
and Registered Agent


STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared TED MASSINELLO, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation of USA COFFEE COMPANY, INC., and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County of Broward, State of Florida, this 2nd day of November, 2005.


Notary Public
State of Florida at Large

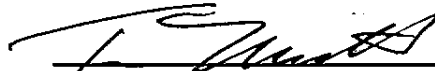
My Commission expires:

 Roger F. Borrello
Commission # DD082176
Expires Jan. 6, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That USA COFFEE COMPANY, INC. desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation, at the City of Plantation, County of Broward, State of Florida, has named TED MASSINELLO, located at 300 N.W. 70th Ave., Suite 106, Plantation, Florida 33317, as its agent to accept service of process within Florida.



TED MASSINELLO, President

Date: November 2, 2005.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.



TED MASSINELLO, Registered Agent

Date: November 2, 2005.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA