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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME:** The name of this corporation shall be **GOURMET BEAN, INC.**
2. **DURATION:** The period of duration is perpetual.
3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States of America and of the State of Florida.
4. **CAPITAL STOCK:** Corporation is authorized to issue 1000 shares, all of one class at \$1.00 par value.
5. **INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the initial registered agent and office of this corporation is as follows:

LEONARD R. ROSS, ESQUIRE
628 NORTH PENINSULA DRIVE
DAYTONA BEACH, FLORIDA 32118

6. **INITIAL BOARD OF DIRECTORS:** This Corporation shall have three (3) directors initially. The number of directors may increase or decrease from time to time by an amendment of the by-laws of the corporation in the manner provided by law. The name and address of the initial directors and shareholders of this corporation are:

LEONARD R. ROSS
628 NORTH PENINSULA DRIVE
DAYTONA BEACH, FLORIDA 32118

THOMAS PAPA
122 ORANGE AVENUE
DAYTONA BEACH, FLORIDA 32114

NOEL A. PELELLA
6 RIVER ROCK TRAIL
ORMOND BEACH, FLORIDA 32174

7. **INCORPORATORS:** The name and address of each of the incorporators signing these articles of incorporation is:

LEONARD R. ROSS
628 NORTH PENINSULA DRIVE
DAYTONA BEACH, FLORIDA 32118

THOMAS PAPA
122 ORANGE AVENUE
DAYTONA BEACH, FLORIDA 32114

NOEL A. PELELLA
6 RIVER ROCK TRAIL
ORMOND BEACH, FLORIDA 32174

The corporation's principal office:

628 NORTH PENINSULA DRIVE
DAYTONA BEACH, FLORIDA 32118

The corporation's mailing address is:

628 NORTH PENINSULA DRIVE
DAYTONA BEACH, FLORIDA 32118

8. **SHAREHOLDER QUORUM AND VOTING:** Sixty (60%) percent of the shares entitled to vote, represented and in person or proxy, shall constitute a quorum and a meeting of the shareholders. If a quorum is present the affirmative vote of 55% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

9. **SHAREHOLDERS ARE AS FOLLOWS:**

LEONARD R. ROSS	33 and 1/3 %
THOMAS PAPA	33 and 1/3 %
NOEL A. PELELLA	33 and 1/3 %

10. **PRE-EMPTIVE RIGHTS:** Each shareholder of this corporation shall have the right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares by any shareholder who does not exercise and pay for the share pre-empted within thirty (30) days of receipt of notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares and inviting him to exercise pre-emptive rights. The right may be waived by affirmative

written waiver submitted by the shareholder to the corporation.

11. **FORMAL ACTION OF DIRECTORS:** If any two (2) of the directors consent in writing to any action taken or to be taken by the corporation and the writings evidence therein consent filed with the secretary of the corporation, the action shall be valid as though authorized in a meeting of the board of directors.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 3 day of April, 2006.

LEONARD R. ROSS
Incorporator

THOMAS PAPA
Incorporator

NOEL A. PELELLA
Incorporator

I, LEONARD R. ROSS, affirmatively agree to act as registered agent for the above-captioned corporation.

LEONARD R. ROSS

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME the undersigned authority, personally appeared LEONARD R. ROSS, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3 day of April, 2006.

Notary Public, State of Florida

Printed Name: Susan M. Burcham

Commission No.: 1035130


My Commission Expires: 9-6-08

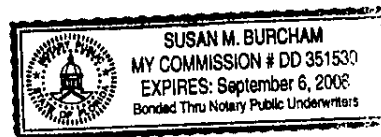


STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME the undersigned authority, personally appeared THOMAS PAPA, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3 day of April, 2006.



Notary Public, State of Florida
Printed Name: Susan M. Burcham
Commission No.: DD 351530
My Commission Expires: 9-6-08

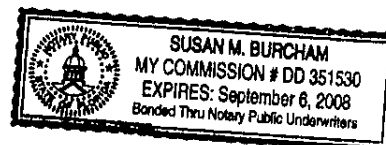


STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME the undersigned authority, personally appeared NOEL A. PELELLA, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3 day of April, 2006.


Notary Public, State of Florida
Printed Name: Susan M. Burcham
Commission No.: DD 351530
My Commission Expires: 9-6-08



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