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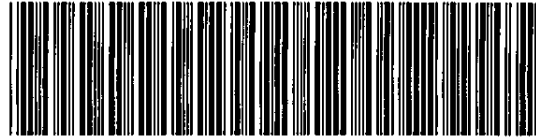
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch APR 23 2007

DAVID P. CARTER

ATTORNEY AT LAW

Accident/Personal Injury
Wills, Trusts, Probate
General Civil
Bankruptcy

7985 113th Street, Ste. 108
Seminole, Florida 33772
Telephone (727) 397-4555
Fax (727) 397-4405

Mediator & Arbitrator
State & Federal
Court

March 23, 2007

Department of State
Division of Corporation
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Cafés del Mundos, Inc.
Registration

To Whom It May Concern:

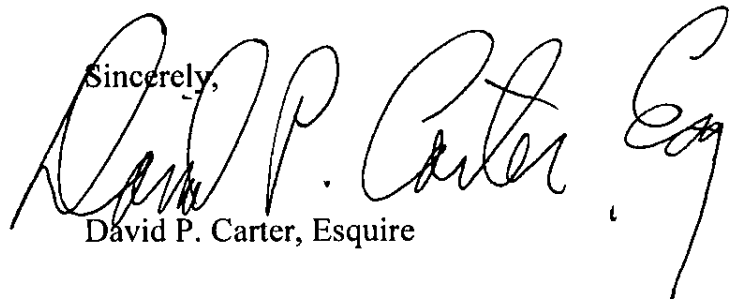
Please find enclosed the following documents and appropriate fees to register the above as a corporation operating in the State of Florida:

1. Two (2) copies of the Articles of Incorporation for Cafés del Mundos, Inc.;
2. My firm check in the amount of One Hundred Sixty Dollars (\$160.00), for filing fee, certified copy and certificate of status.

Please return same to Ronald G. Smith at 1222 Hagen Drive, Trinity, Florida 34655. Should you have any questions or concerns regarding the enclosed, please feel free to contact Mr. Smith at (727) 376-1439 or (727) 249-3636.

Thank you for your assistance with this request.

Sincerely,

A handwritten signature in black ink, appearing to read "D.P. Carter Esq.", with a large, stylized flourish at the end.

David P. Carter, Esquire

DPC:cep
Enclosures

cc: Mr. & Mrs. R. Smith (w/out encl.)

CAFÉS del MUNDO, INC.

ARTICLES OF INCORPORATION

The existence of this Corporation begins when the Articles of Incorporation are filed pursuant to Florida Statute §607.0203. The undersigned, desiring to form a for profit Corporation under the provisions of Chapter 607 of the Florida Statutes, agree to the following:

ARTICLE I

Name of Corporation

The name of this Corporation shall be the Cafés del Mundo, Inc. The use of the name "Cafés del Mundo, Inc." by this Corporation is limited strictly to identify this business owners Corporation and the amenities and facilities under its control, and may be used in the same scope and manner in marketing items for sale in connection with the operation of the amenities and facilities during its operation provided that the Corporation may not license, assign, transfer or permit another to use the name Cafés del Mundo, Inc. for any other profit business enterprise.

ARTICLE II

Principle Office

The initial principal place of business and mailing address of this Corporation shall be 1222 Hagen Drive, Trinity, Florida 34655.

ARTICLE III

Duration

The duration of this Corporation shall be perpetual. A vote to dissolve the Corporation during the term of the Corporation will require a two-thirds vote of the Board of Directors. The Corporation will not terminate due to (1) the death or disability or inability of a member of the Corporation to continue his or her service of the Corporation; (2) the removal or resignation of a member; (3) the bankruptcy or insolvency of a member; (4) a member's marital separation or divorce; (5) redemption by a member of his or her stock interest; (6) or any other act or omission that is or may be construed as to be a termination of a Corporation under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

Purposes

Section 1. The Cafés del Mundo, Inc. is an S Corporation [formerly Subchapter (s) in the Internal Revenue Code] and is organized for profit.

Section 2. The mission of Cafés del Mundo, Inc. is to provide a coffee related restaurant service to meet the needs of the community.

Section 3. The Cafés del Mundo, Inc. shall have the following powers:

- ❖ to establish policies of the Cafés del Mundo, Inc.
- ❖ to adopt and amend bylaws
- ❖ to elect board members and officers
- ❖ to delegate to officers and members the power to incur obligations, withdraw funds, and make payments on behalf of the Cafés del Mundo, Inc.
- ❖ to designate a bank in which Cafés del Mundo, Inc. funds will be deposited
- ❖ to apply for, receive, and expend funds
- ❖ to appoint and fix salaries of employees of the Cafés del Mundo, Inc.
- ❖ to adopt and carry into effect such measures as are deemed proper and expedient
- ❖ to promote the objectives of the Cafés del Mundo, Inc.
- ❖ to make contracts and agreements and to exercise whatever degree of management and control it deems is required to assure the success of contracts and projects
- ❖ not withstanding any other provisions herein, to carry out any activities and exercise all authority not prohibited by these Articles or applicable law.

ARTICLE V

By-laws

The Board of Directors shall initially adopt Bylaws for the conduct of the business of Cafés del Mundo, Inc.

ARTICLE VI

Amendments to Articles

These Articles of Incorporation may be amended as provided by law. No amendments are permitted which would cause any loss of the Corporation's status.


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ARTICLE VII
No Private Inurements
Restrictions on Activities

Section 1. Notwithstanding any other provision of these Articles, the Cafés del Mundo, Inc. shall not carry on any other activities other than those approved by the Board of Directors.

Section 2. To the extent allowed by the laws of Florida, the directors of this Corporation shall have no personal liability for monetary damages for their conduct as Directors.

Section 3. No member will be entitled to withdraw or demand the return of all or part of his or her capital contribution to the Corporation; nor will any member require the Corporation to pay to him or her the value of his or her value of the Corporation; nor a liquidation, dissolution of the property; or compel a partition and/or distribution of any property of the Corporation without a majority vote of the remaining members.

ARTICLE VIII
Distribution Upon Dissolution

Upon dissolution of Cafés del Mundo, Inc., its residual assets shall be distributed in equal shares to the members of the Board of Directors. Any residual assets not so disposed of shall be disposed of by a court of competent jurisdiction in Florida exclusively for such purposes as the court shall determine.

ARTICLE IX
Shares and Value of Corporate Stock

There shall be an initial issuance of common stock certificate shares as follows:

<u>Name</u>	<u>Shares</u>	<u>Par Value</u>
Ronald G. Smith President/Treasurer	51	\$1.00/Share
Saira K. Smith Vice President/Secretary	49	\$1.00/Share

Future issuance of common stock certificates shares shall be by a majority decision of the incorporators at a meeting or by written instrument by the Board of Directors consisting of at least two (2) but not more than three (3) persons, all of whom shall be owners as
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defined in these Articles of Incorporation. The number of shares represents one (1) percent of the equity of the Corporation. Shares of stock of the Cafés del Mundo, Inc. can not be assigned, sold, or pledged for any purpose other than as members rights in the Corporation.

ARTICLE X

Initial Board Members/Officers

The initial members of the Board of Directors of Cafés del Mundo, Inc. are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Ronald G. Smith	1222 Hagen Drive Trinity, FL 34655	President/Treasurer
Saira K. Smith	1222 Hagen Drive Trinity, FL 34655	Vice President/Secretary

Section 1. The Cafés del Mundo, Inc. Board of Directors shall initially include two members. The number of directors may be changed from time to time, pursuant to the Bylaws, but shall never be less than two.

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 3. Before or after filing of these Articles of Incorporation, a majority of the incorporators at a meeting or by written instrument shall select a Board of Directors consisting of at least two (2) but not more than three (3) persons, all of whom shall be owners as defined in these Articles of Incorporation. This initial board shall serve until its successor board is elected and qualified. This initial Board shall call and hold the first annual meeting within ninety (90) days of the filing of these Articles of Incorporation

Section 4. Election -After the selection of the initial Board of Directors, thereafter the Board of Directors shall be elected at annual meetings of the membership. If, for any reason, the election of the Directors shall not occur at the annual meeting, the Board of Directors shall call a special meeting of the members as soon as conveniently possible for such purpose.

Section 5. Removal -Any officer or agent may be removed by the Board of Directors whenever, in the Board's judgment, the best interests of the Corporation will be served thereby; provided, however, that such removal Shall be without prejudice to the contract rights, if any, of the person so removed.

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Section 6. Resignation -A member of the Board of Directors may resign at any time by filing written notice with the Corporation at its registered office or by filing written notice with the Secretary of the Corporation and the resignation shall be effective upon such filing or a subsequent time as set forth in the notice of resignation.

Section 7. Personal Liability of Members -The Members of the Board of Directors of the Corporation shall not be personally liable to the Corporation for monetary damages for a breach of a director's fiduciary duty, except in the instance of:

- a) A breach of the director's duty of loyalty to the Corporation or its members;
- b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c) A transaction from which the member derived an improper personal benefit;
- d) An act or omission occurring before adoption of this provision;
- e) An act or omission that is grossly negligent.

Section 8 The officers of the Corporation shall consist of

President, Vice-president, Secretary and Treasurer. The Board of Directors may appoint any other subordinate officers and agents as it deems necessary.

Section 9. Election or Appointment and Term -The President, Vice-president, Secretary and Treasurer shall be elected by the initial Board of Directors at its first meeting, and by the first elected Board of Directors at its first meeting following the date of its election. Thereafter, successive Board of Directors shall elect its officers annually at its first meeting each year. An officer shall serve a term until a successor is elected and qualified, or until the officer resigns, is removed or is otherwise disqualified to serve. Subordinate officers and agents appointed by the Board of Directors shall hold office for the period as determined by the Board not inconsistent with the Articles of Incorporation or Bylaws.

Section 10. Vacancies -Any vacancy in an office on the Board of Directors shall be filled by appointment of the President and by vote of the remaining members of the Board of Directors for the unexpired term of the vacancy. The successor to any vacancy shall be entitled to the benefits of and will have the responsibilities and liabilities as his or

her predecessor, and shall be bound by the terms of the Articles of Incorporation of Cafés del Mundo, Inc.

Section 11. Duties -The **President** shall preside at all meetings of the members of the Board and shall have general supervision of the affairs of the Corporation; shall sign or countersign all certificates and other instruments of the Corporation as authorized by the Board of Directors; shall make reports to the Board of Directors and members; shall perform all other duties incident to the office and such other duties as may be properly prescribed by the Board of Directors from time to time.

The **Vice-President** shall exercise the functions of the President during the absence or disability of the President, and such other duties as may be properly prescribed by the Board of Directors from time to time.

The **Secretary** shall issue notices for all meetings; keep minutes of all meetings; have charge of corporate seal and books; have charge of the membership records and voting list; and make such reports and perform other duties that are incident to the office or that are properly prescribed by the Board of Directors from time to time. All books, records and minutes shall be kept in the County of Pasco, State of Florida.

The **Treasurer** shall have responsibility for custody of all funds and securities of the Corporation and shall cause the same to be received, deposited or disbursed in payment of the just demands against the Corporation or as may be directed by the Board of Directors; shall render to the Board of Directors from time to time as may be required an account of all transactions and of the financial condition of the Corporation; and shall perform all duties incident to the office or that are properly prescribed by the Board of Directors from time to time.

Other subordinate officers and agents appointed by the Board of Directors shall have the authority to perform the duties in the management of the Corporation as provided for in the Bylaws or as determined by resolution of the Board of Directors not inconsistent with these Articles of Incorporation or Bylaws.

Section 12. Delegation of Duties -In case of the absence or disability of any officer of the Corporation and of any person hereby authorized to act for the officer during such absence or disability, the Board of Directors may from time to time delegate the powers and duties of that officer to any other officer or any director or any other person it may select.

Section 13. Compensation- Compensation for members of the Board of Directors shall be determined by majority vote of the members.

ARTICLE XI
INITIAL REGISTERED AGENT: INCORPORATORS:
AND STREET ADDRESS

The name and street address of the registered agent is: Ronald G. Smith; 1222 Hagen Drive, Trinity, Florida 34655. The incorporators are Ronald G. & Saira K. Smith of the same address.

ARTICLE XII
BINDING AGREEMENT

Each member of the Corporation known as Cafés del Mundo, Inc., along with any after named member is bound by the exact terms and requirements of these Articles of Incorporation. The acceptance of these Articles may be evidenced by a separate certificate signed by all members of the Corporation.

ARTICLE XIII
APPOINTMENT & SERVICE OF MEDIATOR

The members recognize the potential need for outside and independent assistance to govern the resolution of disputes to avoid the appearance of self-dealing and to avoid potential conflicts of interests associated with any corporation. For these reasons, this instrument provides for the appointment of a mediator. The election by any member for the appointment of a mediator to resolve any conflict will override the authority of any member of the Corporation. The following shall apply to the mediator:

- ❖ The mediator must be independent and may not be related to or be subordinate to any member;
- ❖ The decision of the mediator shall be binding upon the parties should the parties so stipulate, and he/she will have the unilateral authority to investigate disputes, conflict and claims and to prescribe the method or methods to be used to finally resolve a dispute, claim or conflict;
- ❖ Compensation and expenses of the mediator shall be split between the parties for which the services of the arbitrator were initiated;
- ❖ After a mediator's decision has been rendered and a member disagrees, that member shall have five (5) days to inform the other members of such disagreement. The members shall then have the option to submit the matter to

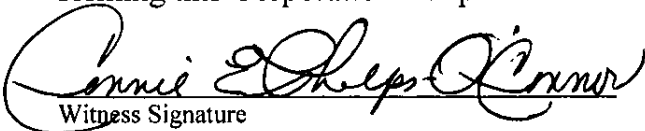
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binding or non-binding arbitration. Should this option not be exercised, each member retains the right to pursue all legal remedies as provided by the laws of the State of Florida.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunder set our hands and seals this 17th day of April, 2007, for the purpose of forming this Corporation for profit under the laws of the State of Florida.


Witness Signature

Connie E. Phelps-O'Connor
Printed Name


Signature

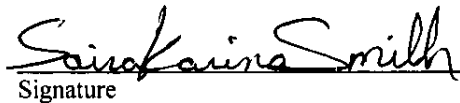
Ronald Gene Smith
President/Treasurer


Witness Signature

1222 Hagen Drive, Trinity, FL 34655
Post Office Address

Rita Anne Beckhorn
Printed Name


Witness Signature


Signature

Connie E. Phelps-O'Connor
Printed Name

Saira Karina Smith
Vice-President/Secretary


Witness Signature


1222 Hagen Drive, Trinity, FL 34655
Post Office Address

Rita Anne Beckhorn
Printed Name

STATE OF FLORIDA)
) ss:
COUNTY OF PINELLAS)

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Ronald Gene Smith

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R.G.S


S.K.S

and Saira Karina Smith, known to me to be the persons described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, and an oath was not taken. (Check one): ☐ Said person(s) are personally known to me. ☒ Said person(s) provided the following type of identification: Florida driver's license.

Witness my hand and official seal in the
county and state last aforesaid this 17th
day of April, 2007.



David P. Carter
Notary Signature
David P. Carter, Esquire

**ACCEPTANCE OF APPOINTMENT OF
INITIAL REGISTERED AGENT**

STATE OF FLORIDA)
) ss:
COUNTY OF PINELLAS)

On this 17th day of April, 2007, before me a Notary Public in and for the State and County aforesaid, personally appeared Ronald Gene Smith, who is known to be the person who acknowledged to me that he hereby accepts appointment of Registered Agent for Cafés del Mundo, Inc., and agrees to act in this capacity. Further, he agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of the position of Registered Agent.

[Signature]
Registered Agent's Signature



Cafés del Mundo, Inc.
David P. Carter
Notary Public

[Signature]
R.G.S

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[Signature]
S.K.S