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SECRETARY OF STATE
TALLAHASSEF, FI OPIGA

19 West Flagler Street Suite 401, Biscayne Bidg. Miami. Florida 33130 (305) 371-1631

October 21, 2010

Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32301

Re: Diana K. Medrano
- incorporation of
Xadia Coffee Experts, Inc.

Dear Ladies/Gentlemen:

This office represents (the incorporator of) the above-captioned corporation.

Enclosed herewith please find an original and two copies of the Articles of Incorporation of the said corporation, together with an original and two copies of a Designation of Registered Agent.

Finally, my trust account check no. 6933 in the sum of \$96.25 is enclosed. This check represents the following:

- Filing fee for Articles of Incorporation \$35.00
 Registered Agent Designation 35.00
- 3. Certified copies Articles (5 pages) 2 @ \$8.75 17.50
- 4. Certified Copy Agent Designation (1 page) 8.75
 \$96.25

Please process this matter as quickly as possible and send certified copies of the Articles of Incorporation and Designation of Registered Agent to the undersigned as attorney for the said corporation.

Very truly yours,

MARTIN DAVID BERG

MDB/mmi enclosures

cc: Diana K. Medranc

ARTICLES of INCORPORATION OCT TO THE STATE OF THE STATE O

XADIA COFFEE EXPERTS, INC

The undersigned subscriber, a natural person competent for the purposes of forming a corporation under and pursuant to Chapter 607 of the Laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this Corporation shall be: XADIA COFFEE EXPERTS, INC.

ARTICLE II

COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall have perpetual existence; the date of the commencement of said existence shall be the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business which may be transacted by the Corporation is as follows:

- A. To sample and test coffees of all varieties for all purposes, including, but not limited to, taste, and/or acidity and to render reports of same to its clients.
- B. To purchase, sell, and deal in and with merchandise of every kind or nature, including but not limited to coffee, for exportation from, and importation into, the United States, to and from all countries foreign thereto, and for exportation from and

importation into any foreign country, to and from any foreign country thereto and to purchase and sell domestic merchandise in domestic markets and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.

- C. To perform the highest level of services in connection with all of the undertakings of the Corporation and without limitation, except that no part of these Articles shall be violative of any elections as may be filed in respect to the Corporation and its activities for income tax purposes.
- D. To purchase, or otherwise acquire, rent, take, own, hold, maintain, improve, complete, extend, manage, operate, mortgage, or otherwise impose a lien upon, lease, sell, exchange, transfer or in any manner whatsoever dispose of and convey offices, buildings, storage facilities, real and personal property of all kinds, and any and all rights, interest or easements therein, without limit as to amount, within or without the State of Florida wherever situated.
- E. To make and enter into contracts of every kind for any lawful purpose with any individual, firm, association, organization, corporation or other entity, be it private, public or municipal body politic, including the government of any state, territory or country, or of any political or administrative subdivision of departments thereof.
- F. To organize or cause to be organized, consolidated, merged, or liquidated and take charge of, to the extent permitted by law, any corporation, firm, organization, association, or other entity



whether formed under the Laws of the United States of America, any state, territory or other governmental unity thereof, or of any other state, country, nation or government.

- G. To make loans and give other forms of credit, with or without security, and to negotiate and make contracts and agreements in connection therewith.
- H. To borrow money for its corporate purposes; to draw, make, accept, endorse, execute and deliver promissory notes, drafts, bills of exchange, and other negotiable instruments; to execute, issue and deliver bonds, debentures, notes or other obligations of any nature, and in any matter for monies borrowed; to secure the payment thereof and the interest thereon by a deed or deeds of trust, or by mortgages or pledge of, or upon the whole or any part of the property of the Corporation, real or personal, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds, debentures or other debentures, or other obligations.
- I. To carry on any of the business hereinbefore enumerated for its own account, or for the account of others; to act as agent for others with respect to any of such business; to carry on any other business which may be deemed by it to be calculated directly or indirectly to effectuate or facilitate the aforesaid objects or business or any of them, or any part thereof, or to enhance the value of its property, business or rights; and to aid, conduct manage, or operate any lawful enterprise in relation to the foregoing.
- J. To do each and everything necessary or proper for the



accomplishment of any one or more of the purposes or the attainment of any one or more objects herein before enumerated or conducive to, or expedient for, the interest or benefit of the Corporation; and in general, to enjoy all the rights and privileges of corporations for profit governed by the Laws of the State of Florida, it being expressly provided that the enumeration of any specific business or power herein shall not be held to limit or restrict in any manner other business or powers of said Corporation.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have the authority to issue shall be Two Hundred (200) shares of common stock, having a par value of One Hundred Dollars (\$100.00) per share.

ARTICLE V

PRE-EMPTIVE RIGHTS

Each shareholder of this Corporation shall be entitled to preemptive rights to subscribe for and/or to purchase his proportional part of any new or additional shares of this Corporation, as may be issued from time to time.

ARTICLE VI

REGISTERED OFFICE; REGISTERED AGENT

The initial street address of the initial registered office of this Corporation shall be located at 2343 S.E. 19th Street, Homestead, Florida 33035. The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida. The name of the initial registered agent at such address shall be DIANA K. MEDRANO.



ARTICLE VII

<u>INCORPORATORS</u>

This Corporation shall be managed by the stockholders of the Corporation, rather than by a Board of Directors.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation in triplicate at Miami, Florida, this day of October, 2010.

STATE OF FLORIDA)

(SS)

(COUNTY OF MIAMI-DADE)

Before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared DIANA K. MEDRANO

(X) who is/are personally known to me

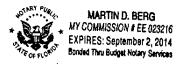
() who produced _____ as identification,

and who did/did not take an oath.

WITNESS my hand and official seal in the County and State aforesaid this _____ day of October, 2010.

Martin Mily
Notary Public

Stamp with printed name and date of expiration of commission



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

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

XADIA COFFEE EXPERTS. INC., a corporation organized (or being organized) under the Laws of the State of Florida with its principal office at 2343 S.E. 19th Street. Homestead, Florida 33035 has named DIANA K. MEDRANC, located at 2343 S.E. 19th Street. Homestead, Florida 33035, as its agent to accept service of process within this State.

ACCEPTANCE:

Having been named to accept service of process for the above-stated corporation at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of the Florida Statutes relative to keeping open said office.

DIANA K. MEDRANO

Registered Agent

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SECRETARY OF STATE