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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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10 NOV -4 AM 10: 41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2010 NOV -4 PM 2: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV. 5,2010

ACCOUNT NO. : I20000000195

REFERENCE : 566324 80690A

AUTHORIZATION :

COST LIMIT : $ 78.75

ORDER DATE : November 4, 2010

ORDER TIME : 9:31 AM

ORDER NO. : 566324-005

CUSTOMER NO: 80690A

DOMESTIC FILING

NAME: LUCKY COFFEE BEANS, INC.

EFFECTIVE DATE:

XX_____ ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP
_____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX_____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

LUCKY COFFEE BEANS, INC.

ARTICLE I - NAME

The name of this corporation is:

Lucky Coffee Beans, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes:

(a)   To transact any and all lawful business.

(b)   To purchase, lease, exchange, hire, or otherwise acquire lands or any interest therein, wherever situated; to erect, construct, rebuild, enlarge, alter, improve, maintain, manage, and operate any lands owned or leased by the corporation, or upon any other, houses, structures, buildings, or other works of any description on lands; to sell, lease, sublet, mortgage, exchange, or otherwise dispose of any lands or any interest therein, or any houses, structures, buildings, or other works owned, leased, managed or controlled by the corporation; to engage generally in the real estate business, as principal, agent, broker, or otherwise, and generally to buy, sell, lease, mortgage, exchange, manage, operate, and deal in lands or interests in lands, houses, structures, buildings, or other works; and to purchase, acquire, hold, exchange, pledge, hypothecate, sell, deal in, deal with, and dispose of tax liens, transfers of tax liens, and other interests in real estate.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To exercise all powers convenient, incident to, or necessary in the proper conduct of its business, which are granted to corporations for profit under the laws of the State of Florida either by the terms of this charter or by virtue of the laws 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 one time is **1,000** shares of common stock having a nominal or par value of **$1.00** per share; all shares shall be paid in lawful money of the United States of America or in property, labor or services; where said stock is paid for by property, labor or services, the just value thereof shall be fixed by the Board of Directors of the corporation in the manner provided for by the laws of the State of Florida.

ARTICLE IV - DURATION

This corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is Evan D. Seif.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

Wayne E. Chaplin
1600 N.W. 163rd Street
Miami, Florida 33169

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

Evan D. Seif, Esq.
2800 Ponce De Leon Boulevard, Suite 1125
Coral Gables, Florida 33134

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these

Articles of Incorporation, or any amendment hereto, and any right conferred upon the

shareholders is subject to this reservation.

ARTICLE X - INITIAL CORPORATION ADDRESS

The initial office address of the corporation is:

1600 N.W. 163rd Street
Miami, Florida 33169

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify and shall advance expenses on behalf of its officers and

directors to the fullest extent not prohibited by law in existence either now or hereafter.

_____
Evan D. Seif, Incorporator

Having been named to accept service of process for the above named corporation, at place

designated in these Articles, I hereby accept to act in this capacity and agree to comply with the

provision of said Act relative to keeping open said office.

By:_____
Evan D. Seif, Registered Agent