

P95000001676

Bayside Coffeehouse & Specialties, Inc.
424 East Government
Pensacola, Florida 32501

January 2, 1995

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

RECEIVED 11:21:43
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****122.50 ****122.50

To Whom It May Concern:

Enclosed is a check for \$122.50 and two notarized copies of the Articles of Incorporation for Bayside Coffeehouse & Specialties, Inc.

We have been informed that this corporate name is available and we are not aware of any other entity using this name in the State of Florida.

Please process this information and return the necessary materials to me at the above address.

Thank you for your assistance in this matter.

Very truly yours,

Della Maria Harrell
Della Maria Harrell

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ARTICLES OF INCORPORATION
OF

Bayside Coffeehouse & Specialities, Inc.

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TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associates themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Bayside Coffeehouse & Specialities, Inc. (hereinafter referred to as the Corporation).

ARTICLE II

The specific nature of the business is to conduct business as a Coffeehouse deli and retail operation. The general nature of the business to be transacted by the Corporation is to engage in the transaction of any and all lawful business for which corporation may be incorporated under the laws of the State of Florida, including:

To buy, sell, build, contract, equip, repair, maintain, improve, lease and let lands, dwellings, buildings, stores, warehouses, and other lands or buildings necessary, proper or convenient for corporate purposes and for general sale.

To make, buy, sell, purchase, assign, hypothecate and otherwise deal in notes, mortgages, bonds and other evidences of indebtedness secured and unsecured, guaranteed, insured or of conventional type.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

To acquire, and pay for in cash, stock, bonds of this Corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of the corporate rights, privileges, or franchise or for any other lawful purposes of its incorporation: to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for

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property purchased or acquired or any other lawful objects.

In any manner to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests therein and thereunder.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation or corporations organized under the laws of this State or any other state or government, and while the owners of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own capital stock except surplus of its assets over its liabilities including capital; and provided further, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes of any stockholders quorum or vote.

To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in the State of Florida and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto or necessary or incidental to the protection and benefit of this Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this Corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any amendment thereto, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

The foregoing clauses shall be constructed both as objects and powers, and shall be in addition to those powers granted by statute; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation or the nature of business or businesses to be transacted or engaged in by said Corporation, but shall be in addition to the business or businesses authorized to be conducted by the Corporation under the laws of the State of Florida.

ARTICLE III

This Corporation shall exist perpetually and the existence shall cease only upon its lawful dissolution.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares with \$1 par value. The shares shall be designated as Common Stock and shall have identical rights and privileges in every respect. After incorporation, the Corporation is authorized to create and issue any and all classes of either preferred or common stock, with or without par value, with or without voting rights, as may be approved by a majority vote of the Corporation's shareholders entitled to vote at the meeting where such is offered for a vote to the then shareholders of the Corporation.

ARTICLE V

The Corporation will not commence business until it has received for the issuance of shares consideration of the value of Two Hundred Fifty (\$250.00) Dollars, consisting of money, labor done, or property actually received.

The capital stock of the Corporation shall be issued within two (2) years of the date of incorporation and said stock in all respects shall be considered to comply with the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE VI

The address of its initial principal office of the Corporation is: 424 East Government, Pensacola, Florida 32501.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

The number of directors constituting the Initial Board of Directors is two (2) and the name and street address of the persons who are to serve as directors until the first meeting of the shareholders, or until their successors are elected and qualified, is as follows:

Della Maria Harrell 534 East Government Pensacola, Florida 32501

Patricia Elizabeth McGrath 534 East Government Pensacola, Florida 32501

ARTICLE VIII

The name and street address of the members of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office until their successors are elected and qualified, are as follows:

Della Maria Harrell	Patricia Elizabeth McGrath
534 East Government	534 East Government
Pensacola, Florida 32501	Pensacola, Florida 32501

ARTICLE IX

The name and street address of the member of the subscribers to these Articles of Incorporation, and the number of shares of stock which that person respectively agreed to take and pay for, is as follows:

Della Maria Harrell 534 East Government Pensacola, Florida 32501

Patricia Elizabeth McGrath 534 East Government Pensacola, Florida 32501

The whole or any part of the capital stock of the Corporation (including that subscribed herein) may be paid for in money, or in property, labor, services, or real estate, having a value, in the judgment of the Board of Directors, equivalent to the full par value of the share of stock to be issued therefor.

The Board of Directors is hereby authorized to issue and hold all or any part of the shares of the capital stock of the Corporation (including that herein subscribed) as partly paid.

ARTICLE X

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 stock entitled to vote thereon, unless all the directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

Corporate existence shall begin on the date that this subscription is executed.

IN WITNESS WHEREOF, we have hereunto set our hands this 2nd day of January, 1995.

Della Maria Harrell Patricia Elizabeth McGrath
Della Maria Harrell Patricia Elizabeth McGrath

STATE OF FLORIDA

COUNTY OF ESCAMBA

I, the undersigned, a Notary Public, do hereby certify that on this, the 2nd day of January, 1995, personally appeared before me Della Maria Harrell and Patricia Elizabeth McGrath, who produced a Florida's drivers license or is personally known to me and who being by me duly sworn, declared that he is the person who signed the foregoing instrument as incorporator, and that the statements therein are true and correct.

Laura Scott

NOTARY PUBLIC IN AND FOR THE
STATE OF FLORIDA

LAURA SCOTT
"Notary Public-State of FL"
Comm. Exp. Sept. 25, 1998
Comm. No. CC 409833

LAURA SCOTT
PRINTED NAME OF NOTARY

Sept 26, 1998
DATE MY COMMISSION EXPIRES

BAYSIDE COFFEEHOUSE & SPECIALITIES, INC.
424 East Government
Pensacola, Florida 32501

January 2, 1995

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

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

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

First, That Bayside Coffeehouse & Specialities, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Pensacola, County of Escambia, State of Florida has named Della Maria Harrell located at 424 East Government, City of Pensacola, County of Escambia, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 said Act relative to keeping open said office.

By: Della Maria Harrell
Della Maria Harrell
(Resident Agent)