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ROY MILLER
CERTIFIED PUBLIC ACCOUNTANT
1025 Holmesdale Road
Jacksonville, Florida 32207
Tel: (904) 399-0433

February 27, 1995

RECEIVED
DEPT. OF STATE
DIVISION OF CORPORATIONS
55 MAR -2 PM 3:52

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
DEPT. OF STATE
DIVISION OF CORPORATIONS
03/02/95 09:00 AM
131.25

SUBJECT: Espresso Coffee Company

Enclosed is an original and one (1) copy of the articles of incorporation and a check payable to the Department of State in the amount of \$131.25 to cover the following:

1. Filing Fee
2. Certified Copy
3. Certificate

The certified copy of the Articles and the certificate should be mailed to Roy Miller, 1025 Holmesdale Rd., Jacksonville, Florida 32207. Thank you.

Sincerely,

Roy Miller

Roy Miller

RM/sdr
Enclosures

KAN 3-3

ARTICLES OF INCORPORATION
OF

ESPRESSO COFFEE COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -2 PM 3:52

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name and Principal Place of Business

The name of the corporation is Espresso Coffee Company, and the principal place of business is 301 West Bay St., Mailbox 15, Jacksonville, Florida 32202.

ARTICLE II

Duration

This corporation shall exist perpetually, commencing upon the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1000 shares of \$.00 par value common stock which shall be designated "Common Shares."

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 301 West Bay St., Mailbox 15, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Lisa A. Glenn.

ARTICLE VI

Directors

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

ARTICLE VII

Initial Directors

The names and street addresses of the initial directors of the corporation are:

Peter M. Osgard
301 West Bay St.
Mailbox 15
Jacksonville, Florida 32202

Lisa A. Glenn
301 West Bay St.
Mailbox 15
Jacksonville, Florida 32202

ARTICLE VIII

Incorporators

The names and street addresses of the persons signing these Articles is:

Peter M. Osgard
301 West Bay St.
Mailbox 15
Jacksonville, Florida 32202

Lisa A. Glenn
301 West Bay St.
Mailbox 15
Jacksonville, Florida 32202

ARTICLE IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, provided, however, the Board of Directors may not alter or repeal a bylaw or amendment thereto adopted by the shareholders.

ARTICLE X

Restrictions of Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement, recorded in the Minute Book, impose such restrictions on the sale, transfer or encumbrance of the stock of the corporation as they may see fit.

ARTICLE XI

Director Compensation

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XII

Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation
this 28 day of February, 1995

~~XXXXXX~~

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was sworn to and acknowledged before me by LISA A.
GLENN this 28th day of FEBRUARY, 1995.

Sheryl D. Rand
Notary Public at Large, State of Florida

My commission expires:



Notary Public, State of Florida
SHERYL D. RAND
My Comm. Exp. April 10, 1995
Comm. No. CC 097921

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

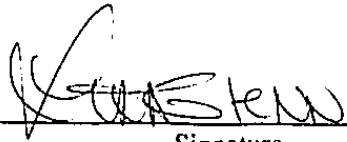
1. The name of the corporation is:

Espresso Coffee Company
301 West Bay St.
Mailbox 15
Jacksonville, FL 32202

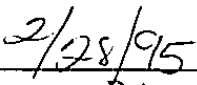
2. The name and address of the registered agent and office is:

Lisa A. Glenn
301 West Bay St.
Mailbox 15
Jacksonville, FL 32202

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature



Date