



12000 STREET
TALLAHASSEE, FL 32301-8086
4-222-XXXX FAX
P9500043948

ACCOUNT NO. : 00000000

REFERENCE : 611334 80323A

AUTHORIZATION :

COST LIMIT : 0

ORDER DATE : June 7, 1995

ORDER TIME : 10:00 AM

ORDER NO. : 611334

4- JUL 13 1995
97295-50-019
** 122.50 *** 122.50

CUSTOMER NO: 80323A

CUSTOMER: Kathleen Foust, Legal Asst
OSCEOLA PARALEGAL SERVICES,
INC.

17 South Orlando Avenue
Kissimmee, FL 34741

DOMESTIC FILING

NAME: REILEY'S COFFEE, INC.

FILED
95 JUN - 7 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN JUN - 7 1995

ARTICLES OF INCORPORATION

OF

REILEY'S COFFEE, INC.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: REILEY'S COFFEE, INC. The principal place of business of this corporation shall be 3831 W. IRLO BRONSON MEMORIAL HWY., KISSIMMEE, FL 34741.

ARTICLE II

NATURE OF THE BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida, the United States or any other state, county, territory or nation.

ARTICLE III

TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing on the date of filing of these Articles in the office of the Secretary of State, for the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares with each share having a par value of \$1.00 per share.

ARTICLE V

REGISTERED AGENT IN INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be: Kathleen M. Foust, 17 S. Orlando Avenue, Kissimmee, FL 34741.

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

FILED
95 JUN -7 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

INITIAL DIRECTORS

The names of the initial directors of this corporation and their street address is/are:

CYNTHIA SAGNELLA	2440 PINYON COURT
	KISSIMMEE, FL 34746

The person named as initial director shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INITIAL OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

CYNTHIA SAGNELLA	President
2440 PINYON COURT	
Kissimmee, FL 34746	

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as incorporator is/are:

CYNTHIA SAGNELLA
2440 PINYON COURT
KISSIMMEE, FL 34746

ARTICLE X

AMENDMENT

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

ARTICLE XI

PREEMPTIVE RIGHTS

Every shareholder upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE XII

BY-LAWS

The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed the foregoing Articles of Incorporation on the 6 day of June, 1995.


CYNTHIA SAGNELLA

STATE OF FLORIDA :
COUNTY OF OSCEOLA :

BEFORE ME, a notary public, personally appeared CYNTHIA SAGNELLA, who is the person described as incorporators and executed the foregoing Articles of Incorporation, and who provided the following an identification: Florida driver's license, and acknowledged before me that they subscribed to these Articles of Incorporation on the 6 day of June, 1995.

(NOTARY SEAL)

KATHLEEN M. FOUST
Notary Public - State of Florida
My Comm. expires Oct. 11, 1995
Comm. # CC 144220

Kathleen M. Foust
Notary Public's Signature
State of Florida at Large

Kathleen M. Foust
Notary Public's Printed Name

My Commission Expires:

ACCEPTANCE OF DESIGNATION

Having been designated as registered agent for the above-named corporation to accept service of process at the address below, I hereby accept said designation and agree to act in this capacity and to comply with the revisions of said act relative to keeping open said office.

Kathleen M. Foust
Registered Agent