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EFFECTIVE DATE

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Articles of Incorporation of Uncommon Grounds Inc.

Article I. Name

The name of this Florida corporation is:
Uncommon Grounds Inc.

Article II. Address

The mailing address of the Corporation is:

Uncommon Grounds Inc. 3889 Flag Drive Palm Beach Gardens FL 33410

10-13-95

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc. 4521 PGA Boulevard, Suite 211
Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation

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Corporate Creations International Inc. 4521 PGA Boulevard • Suite 211 Palm Beach Gardens FL 33418-3967 (407) 694-8107

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Lydia Comeau Michael Fitton

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc. 4521 PGA Boulevard • Suite 211 Palm Beach Gardens FL 33418-3967

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of June 13, 1995

The authorized representative of the incorporator executed these Articles of Incorporation on June 13, 1995

Corporate Creations International Inc.

By: Frank A. Rodriguez, President

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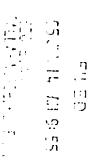
CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

CORPORATION:

Uncommon Grounds Inc.

REGISTERED AGENT:

Corporate Creations Enterprises, Inc. 4521 PGA Boulevard, Suite 211 Palm Beach Gardens FL 33418



I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with an accept the obligations of the registered agent position.

Corporate Creations Enterprises, Inc.

y: Chikas

Frank A. Rodriguez, Presiden

Date: June 13, 1995

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