

05000054759  
**CDM Marketing Corporation**

Suite J, 4410 West Hillsborough Avenue, Tampa, Florida, 33614  
(813) 874-9017 ... FAX (813) 874-9111

July 11, 1995

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-07/13/95--01071--008  
\*\*\*\*122.50 \*\*\*\*122.50

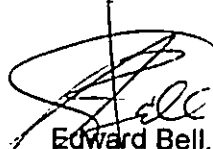
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL., 32314

Madam:


Enclosed please find Articles of Incorporation for EDWARD BELL LTD. MARKETING, INC. for filing with your office. Also enclosed is check in the amount of \$122.50 to cover costs of filing same.

Thank you very much.

Very truly yours.

  
Edward Bell, Incorporator  
Suite H, 4410 W. Hillsborough Avenue  
Tampa, FL., 33614

EB/hj  
Encls - 2

7/17/95  
  
P.S. WOULD YOU BE KIND ENOUGH TO RETURN  
CERTIFIED COPY IN THE ATTACHED PRE-PREP  
OVERNIGHT POUCH.

**ARTICLES OF INCORPORATION  
FOR  
EUROCAFFE LTD. MARKETING, INC.**

The undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby make, subscribe, acknowledge and file with the Secretary of State, State of Florida, this certificate of incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I:**

The name of this corporation shall be:

**EUROCAFFE LTD. MARKETING, INC.**

**ARTICLE II:**

The general nature of the business of this corporation shall be to develop, produce and market, at retail, wholesale or otherwise, a variety of coffee and related products; and, to do any and all other things legal and lawful under the laws of the State of Florida within the general powers conferred by the laws of the State of Florida upon corporations for profit.

**ARTICLE III:**

The authorized capital stock of this corporation shall be one million (1,000,000) shares of common stock, par value of \$.01 per share. All such stock shall be non-assessable, issued at and for such consideration, whether the same be cash, services, property, labor or otherwise, and upon such terms and conditions as may be fixed by the Board of Directors from time to time.

The Board of Directors, in its discretion, may declare and pay dividends to holders of the common stock, share and share alike, out of the earnings of this corporation, after making provision, if any, as the Board of Directors may deem necessary for working capital and additional improvements to its property and assets, and for the general expansion of its business. Said dividends shall be in such amounts, and declared and paid at such time, as shall be fixed by the Board of Directors.

No holder of any class of common stock of this corporation, or of any other class of stock which may hereafter be created, shall be entitled to such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of stock of any class whatsoever, whether authorized now or hereafter; or of any securities convertible into stock of any class whatsoever, whether authorized now or

hereafter, or whether issued for cash, property, services or by way of dividends, and all such rights are waived by each holder of common stock and of any other class of stock which may hereafter be created; but, any such unissued stock, or such authorized issue of new stock of any class, or of any securities convertible into stock of any class, may be issued and disposed of, pursuant to a resolution of the Board of Directors, to such other persons, corporations or otherwise, upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion, but subject to the provisions of these Articles..

**ARTICLE IV: Voting Rights.**

Each holder of common stock of any class shall be entitled to one (1) vote for each share held, on all matters requiring or desiring stockholder vote, without cumulative rights, and a majority of such vote shall prevail on all issues.

**ARTICLE V:**

The Registered Office and the Principal Office of this corporation shall be: Suite H, 4410 West Hillsborough Avenue, Tampa, Florida, 33614. The undersigned Subscriber, Edward Bell, hereby accepts designation as the Registered Agent of this corporation and the person in the State of Florida upon whom service of process directed at this corporation may be served.



EDWARD BELL

**ARTICLE VI:**

This corporation shall have perpetual existence unless sooner terminated by due and proper legal procedure.

**ARTICLE VII:**

The name and street address of the subscriber, incorporator, and first member of the Board of Directors of the corporation, who shall hold office for the first year, or until a successor is elected and qualified, unless otherwise provided for by the By-Laws of the corporation, is:

Edward Bell

Suite H, 4410 West Hillsborough Avenue  
Tampa, Florida, 33614

#### **ARTICLE VIII:**

The affairs of this corporation shall be conducted by a Board of Directors of not less than one (1) nor more than five (5) Directors as may be determined from time to time by the holders of the common stock. It is not necessary that a Director be a stockholder of this corporation.

#### **ARTICLE IX: Capital.**

The amount of capital with which this corporation shall begin shall be not less than Five Hundred Dollars (\$500.00).

#### **ARTICLE X:**

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is, or are, interested in, or is or are a director or directors, or officer or officers of such other corporation, and no contract or transaction between this corporation and any other person or firm shall be affected or invalidated by the fact that any one or more Directors of this corporation is, or are, a party or parties to, or interested in, such contract or transaction; provided, however, that in each such case the nature and extent of the interest of such Director or Directors in such contract or transaction, or the fact that such Director or Directors is, or are, a director or directors, or officer or officers, of such other corporation is disclosed at the meeting of the Board of Directors of this corporation at which such contract or transaction is authorized.

#### **ARTICLE XI:**

This corporation shall indemnify every person who is serving, or has served, as a Director, officer, employee or agent of this corporation, or, at its request, of any other corporation of which this corporation is a stockholder or creditor, and from which such person is not entitled to be so indemnified in the manner and to the full extent permitted by Florida Statutes, subject to the limitations on, and conditions of, such indemnification set forth therein, which indemnification shall not affect any rights to which such person may be entitled.

**ARTICLE XII**

It shall be lawful for the Board of Directors to provide for a method of issuance of stock certificates to replace lost or destroyed stock certificates, by appropriate resolution duly adopted by a majority of the Directors as are present at any regular or special meeting of the Board of Directors.

**ARTICLE XIII**

This corporation may, in its By-Laws, confer powers additional to the foregoing upon the Directors, in addition to the powers and authorities expressly conferred upon them by statute.

**ARTICLE XIV**

This corporation reserves the right to amend, alter, repeal, change or modify any provisions of these Articles in the manner, now or hereafter prescribed by state statutes, and all rights conferred upon stockholders herein are granted subject to this provision.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name this 11<sup>TH</sup> day of July, 1995

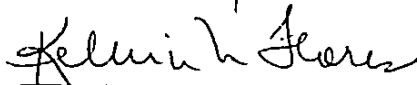


EDWARD BELL VA 238466615

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I, the undersigned authority, hereby certify that before me personally appeared EDWARD BELL, to me known and known to be the person whose name is subscribed to and who executed the foregoing Articles of Incorporation of EUROCAFFE LTD. MARKETING, INC., and who, after being duly sworn, acknowledged that he did freely and voluntarily execute same for the uses and purposes therein expressed.

WITNESS my hand and official seal this 11<sup>th</sup> day of July, 1995.



Notary Public, State of Florida

THE FOLLOWING INSTRUMENT WAS  
ACKNOWLEDGED BEFORE ME THIS  
7-11-95 BY EDWARD BELL  
WHO IS PERSONALLY KNOWN TO ME  
OR WHO HAS PRODUCED VA 06  
238466615 AS ID

NOTARY PUBLIC

