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TO: DIVISION OF CORPORATIONS FROM: ANTHONY P. BERNARD
DEPARTMENT OF STATE 16201 NW 95TH AVE.
STATE OF FLORIDA #109
409 EAST GAINES STREET MIAMI FL 33157-0000
TALLAHASSEE, FL 32399 CONTACT: ANTHONY BERNARD
FAX: (904) 922-4000 PHONE: (305) 251-4591
FAX: (305) 251-1975
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AUDIT # H95000008958

ARTICLES OF INCORPORATION
OF

BONI'S COFFEE SHOP, INC.
(NAME OF CORPORATION)

THE UNDERSIGNED SUBSCRIBER(S) TO THESE ARTICLES OF INCORPORATION, NATURAL PERSON(S) COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS:

BONI'S COFFEE SHOP, INC.

16155 SW 117th AVE D-8 MIAMI, FLORIDA 33157 (INITIAL OFFICE FOR CORPORATION)

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO FLORIDA LAW.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE ONE HUNDRED SHARES (100) OF ONE DOLLAR(S) (\$1.00) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES"

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

NAME ANTHONY BERNARD

ADDRESS 16201 SW 95TH AVENUE SUITE #109

CITY MIAMI STATE FLORIDA ZIP 33157

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO (2) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE(1). THE NAMES AND ADDRESSES OF THE INITIAL DIRECTOR(S) OF THE CORPORATION ARE AS FOLLOWS:

NAME BONIFACIO GUENECHEA (PRESIDENT/TRES)

ADDRESS 15501 SW 86th AVE

CITY MIAMI STATE FLORIDA ZIP 33157

NAME LUIS M ELU

ADDRESS 1032 NW 80th TERR

CITY PLANTATION STATE FLORIDA ZIP 33322

PREPARED BY: ANTHONY BERNARD
16201 S.W. 95TH AVE. SUITE #109
MIAMI, FL. 33157
(305) 251-4591

8/14/95

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ARTICLE VII - INCORPORATORS

THE NAMES AND ADDRESSES OF THE PERSON(S) SIGNING THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

NAME BONIFACIO GUENECHEA

ADDRESS 15501 SW 86th AVE

CITY MIAMI STATE FLORIDA ZIP 33157

NAME _____

ADDRESS _____

CITY MIAMI STATE FLORIDA ZIP _____

NAME _____

ADDRESS _____

CITY _____ STATE _____ ZIP _____

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER(S) HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 14 DAY OF AUGUST 1995

Bonifacio Guenechea (Seal)

(Seal)

(Seal)

STATE OF FLORIDA

COUNTY OF Dade

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED

BONIFACIO GUENECHEA

KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE AND COUNTY AFORESAID, THIS 14 DAY OF AUGUST, 1995

(NOTARY SEAL)

Anthony Bernard
(NOTARY PUBLIC, STATE OF FLORIDA AT LARGE)

MY COMMISSION EXPIRES:

PREPARED BY:

ANTHONY BERNARD
16201 S.W. 95TH AVE. SUITE #109
MIAMI, FL. 33157
(305) 251-4591

Notary Public, State of Florida
My Commission Expires Dec. 4, 1995
Fostered thru Tray Pals - New Name Inc.

8/14/95

FAX AUDIT# 050000008958

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CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

BONI'S COFFEE SHOP, INC.

(name of corporation)

PURSUANT TO FLORIDA STATUTES SECTIONS 48.091 AND 607.034, THE FOLLOWING
SUBMITTED: THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE
STATE OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF
INCORPORATION

AT 16201 S.W. 95TH AVENUE, SUITE #109

MIAMI FLORIDA 33157

HAS NAMED ANTHONY BERNARD
LOCATED AT THE AFORESAID ADDRESS, AS ITS REGISTERED AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT
IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW IN
KEEPING OPEN SAID OFFICE.



(REGISTERED AGENT)

PREPARED BY:

ANTHONY BERNARD
16201 S.W. 95TH AVE. SUITE #109
MIAMI, FL. 33157
(305) 251-4591

8/14/95

AUDIT #: H95000008958

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA