

09/13/95 12:03 FAS T CORPORATE AGENTS

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TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: INTERNATIONAL COFFEE WAREHOUSE OF MIAMI, INC.

FAX AUDIT NUMBER: H95000010189

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ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL COFFEE WAREHOUSE OF MIAMI, INC.

ARTICLE I. NAME

The name of this corporation shall be INTERNATIONAL COFFEE  
WAREHOUSE OF MIAMI, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at  
the time of the filing of these Articles Of Incorporation. This  
corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of  
operating any and all business activities permitted under the laws  
of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1500 par  
value shares of common capital stock.

This Instrument Prepared By:

Antonio J. Soto, III, Esq.  
8500 West Flagler St., Ste. A-105  
Miami, Florida 33144-2037  
FLORIDA BAR NO.: 302163

Article of Incorporation of INTERNATIONAL COFFEE WAREHOUSE  
OF MIAMI, INC.

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#### ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Article of Incorporation of INTERNATIONAL COFFEE WAREHOUSE  
OF MIAMI, INC.

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Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be One (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors, their title and shares are:

RAQUEL LEAL  
245 S.W. 96th Avenue  
Miami, Florida 33165

1500 SHARES

President/Director/  
SoleShareholder

#### ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

Article of Incorporation of INTERNATIONAL COFFEE WAREHOUSE  
OF MIAMI, INC.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 3245 S.W. 96th Avenue, Miami, Florida 33165.

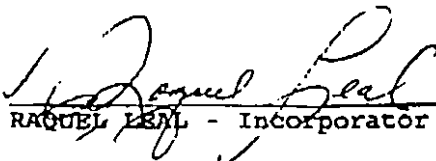
The name of the individual who shall serve as this corporation's initial registered agent at that address is: RAQUEL LEAL.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: RAQUEL LEAL, 3245 S.W. 96th Avenue, Miami, Florida 33165.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
RAQUEL LEAL - Incorporator

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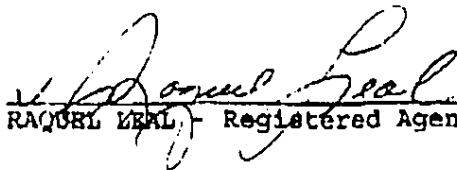
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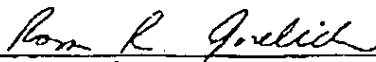
I hereby accept my designation as resident agent and agree to serve as the resident agent of INTERNATIONAL COFFEE WAREHOUSE OF MIAMI, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for INTERNATIONAL COFFEE WAREHOUSE OF MIAMI, INC.

  
RAQUEL LEAL, Registered Agent

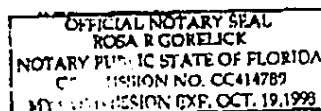
State Of FLORIDA

County Of DADE

On 9-12-95, RAQUEL LEAL, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of INTERNATIONAL COFFEE WAREHOUSE OF MIAMI, INC.

  
Notary Public

  
(Notary Public - Printed Or Typed Name)



Commission Expiration Date & Commission Number: (SEAL)

Article of Incorporation of INTERNATIONAL COFFEE WAREHOUSE  
OF MIAMI, INC.

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