

LAW OFFICES
ZYNE, SALEEBY & SALEH, P.A.
"THE IMMIGRATION LAWYERS"

SUNTRUST INTERNATIONAL CENTER
100 3RD AVENUE, SUITE 2150
MIAMI, FLORIDA, 33131

PHILIP M. ZYNE *
NADIM SALEEBY
AHMED H. SALEH
* BOARD CERTIFIED
IMMIGRATION & NATIONALITY LAW

SARINO R. COSTANZO
DAVID M. WALTERS
OF COUNSEL
MARGARITA VELAZA
LICENSED IN COLOMBIA, SA

MIAMI (305) 370-2661
FAX (305) 358-7809

February 20, 1996

P96000018248

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

Re: THE COFFEE BEAN TRADING CO.

Gentlemen:

Enclosed please find original and two copies of the Articles of Incorporation for the above-referenced corporation. Please file same and return a stamped copy to our offices.

Also enclosed is our check in the amount of \$122.50 for the cost of the filing fees.

Thank you.

Very truly yours,

ZYNE, SALEEBY & SALEH, P.A.

By:

Sarino R. Costanzo

000001722880
-02/23/96--01068--017
****122.50 ****122.50

SRC:bg
Encs: As stated

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 26 AM 11:43

65/28

ARTICLES OF INCORPORATION

OF

THE COFFEE BEAN TRADING CO.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
9 FEB 26 AM 11:43

ARTICLE I - NAME

The name of the corporation is: **THE COFFEE BEAN TRADING CO.**

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

- A. To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of coffee and tea houses and shops of every kind and description, and to conduct the business and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.
- B. To bake, prepare, purchase, sell, and market in bread, pastries, biscuits, crackers, cakes, pies, tarts and food of all kinds for human consumption in which flour and meal is used. To purchase, for its own use or for speculative purposes, to sell and deal in wheat, flour, and other foodstuffs of all kinds, for immediate or future delivery, and either upon its own account or as agent for others.
- C. To treat, purchase, and otherwise acquire, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell at retail and otherwise dispose of, handle, market, store, import, export, deal and trade in and with coffee and tea, and all similar, kindred, and allied articles, products, and merchandise.
- D. To carry on all or any of the businesses of retail dealers of and in coffee and tea machines of all kinds; and other such articles and commodities of said use and consumption; and, generally, to deal in all manufactured similar goods, materials, provisions, and produce.

E. To manufacture, invent, design, improve, construct, assemble, prepare for market, purchase, or otherwise acquire, hold, own, use, import, export, trade, and otherwise deal in and turn to account, lease, license, hire, sell, or otherwise dispose of all types and kinds of coffee and tea pots, products, parts, components, supplies, fixtures, and equipment, for household, and commercial uses, including without limitation parts and appliances, electric and electronic devices, equipment, and any other articles, products, appliances, and devices; to design, manufacture, construct, prepare for market, purchase, or otherwise acquire, hold, own, use, import, export, trade, or otherwise deal in or turn to account, lease, hire, sell, or otherwise dispose of, supplies, products, articles, appliances, and accessories used in connection with the construction, equipment, use, operation, adornment, repair, and rebuilding of all types and kinds of products, appliances, devices and apparatus, electric and electronic equipment, and any other articles, products, appliances, and devices; and to establish, maintain, and operate plants, foundries, machine shops, repair shops and other shops and factories for the manufacture and repair of any of such articles, products, appliances, and devices.

F. To engage in the business of franchising by agreement, licensing franchisees to retail goods and services of the company strictly enforcing quality control standards. To allow franchisees to operate in the company's name for contracted financial consideration. To assist franchisees to market the goods and services of the company exclusively business operated under said license. To sell to franchisees all services and product needed as well as all furnishings, fixtures and equipment to conduct standardized operation. To advertise and publicize its services and products as well as the franchisees operations. To use its experience to control methods of operation.

G. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and

privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Hundred(100) shares of common stock without nominal or par value.

ARTICLE IV - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office of this corporation is 1342 Drexel Avenue, City of North Miami Beach, County of Dade, State of Florida, and the name of the initial registered agent of this corporation at this address is: MARCO ATTINELLI.

ARTICLE V - 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.

The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
MARCO ATTINELLI	1342 Drexel Avenue Miami Beach, Florida 33139
ALBERTO LENSEI	1342 Drexel Avenue Miami Beach, Florida 33139

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
MARCO ATTINELLI	1342 Drexel Avenue Miami Beach, Florida 33139

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation of THE COFFEE BEAN TRADING CO., this 9th day of February, 1996.

Threcostron
MARCO ATTINELLI

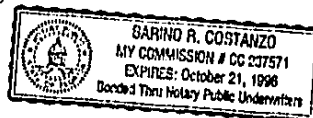
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and
County above set forth, personally appeared MARCO ATTINELLI, known to me and known by
me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged
before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the
State and County aforesaid, this 9th day of February, 1996.

[Signature]
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHICH PROCESS
MAY BE SERVED**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 FEB 26 AM 11:43

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First. That THE COFFEE BEAN TRADING CO., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of North Miami Beach,, County of Dade, and State of Florida, has named MARCO ATTINELLI, whose address is 1342 Drexel Avenue, City of North Miami Beach, County of Dade, State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at place designated in this certificate I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Marco Attinelli
MARCO ATTINELLI