

P96000019690

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

No 52280

RE: ARCANE. C/PH/PH/D 4
Coffee Bars, Inc
 96 MAR 17 PM 2:31

CO. FEE DISBURSED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- () Cert. Copy(s)
- Photo Copy
- Art. of Amend. File
- Dissolution/Withdrawal
- C U B.
- Fictitious Name File
- Name Reservation
- Annual Report/Statement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, _____ Copies
- Courier Service _____
- Shipping/Handling
- Phone () _____
- Top Priority _____
- Express Mail Prep. _____
- FAX () _____ pgs.

200001731482
 -03/04/96--01113--018
 *****70.00 *****70.00

SUBTOTALS _____

PH 3/4/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	3/4/96		
TIME	11:30		CK No. _____
BY	CD		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

RECEIVED
 96 MAR 17 PM 4:08
 DIVISION OF CORPORATIONS

WALK-IN Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amount
 Past 30 Days, 18% per Annum.
 THANK YOU from Your Capital Connection

FILED

96 MAR -4 PM 2:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ARCANE CHOCOLATES & COFFEE BARS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **ARCANE CHOCOLATES & COFFEE BARS, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 2100 Blossom Way So., St. Petersburg, Florida 33712.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred thousand (500,000) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Richard M. Georges, 3656 First Avenue North, St. Petersburg, Florida 33713.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

Vice President-Director, Bruce D. MacIntosh, 3820 Gulf Blvd., Apt 408, St. Pete Beach, FL 33706.

President, Secretary, Treasurer-Director, Richard Meaders, 2100 Blossom Way So., St. Petersburg, FL 33712.

The undersigned has executed these Articles of Incorporation this 4th day of March 1996.

"Capital Connection, Inc. by Kim Crosson, Office Manager"

A handwritten signature in cursive script, appearing to read "Kim Crosson", is written over a horizontal line.

FILED

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

96 MAR -4 PM 2:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ARCANE CHOCOLATES & COFFEE BARS, INC.

2. The name and street address of the registered agent and office is: Richard M. Georges

3656 First Avenue North
St. Petersburg, FL 33713

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Richard M. Georges

P96000019690

LAW OFFICES
RICHARD M. GEORGES, P.A.
 3656 FIRST AVENUE NORTH
 ST. PETERSBURG, FLORIDA 33713
 TELEPHONE (813) 321-4420

900001748689
 -03/19/96--01031--008
 *****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
 26 MAR 18 PM 1:02
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*P96000019690
 3-18-96
 RA*

Examiner's Initials	
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Charter No. P96000019690

Date Filed 3/4/96

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: ARCANE CHOCOLATES & COFFEE BARS, INC.

2. The name and address of its present registered agent is:

RICHARD M. GEORGES
3656 First Avenue North
St. Petersburg, FL 33713

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

RICHARD MEADERS

2100 Blossom Way S.

St. Petersburg, FL 33712

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors by _____ officer of the corporation so authorized by the board of directors.

RICHARD MEADERS
(Typed or printed name and title)

Signature

Richard Meaders

(President or Vice President)

Date

✓ 3/14/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name RICHARD MEADERS

Signature

✓ *Richard Meaders*

(Agent)

Date

✓ 3/17/96