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LONNIE D. LORREN, P.A.
Attorney at Law

February 29, 1996

Lonnie D. Lorren

Florida Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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***122.50 ***122.50

Re: GOOD NEIGHBOR COFFEE HOUSE, INC.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is our firm check in the amount of \$122.50.

I would appreciate it if you would file the Articles of Incorporation and return a certified copy to our office. I am enclosing a self-addressed stamped envelope for your convenience.

If you have any questions concerning this matter, please do not hesitate to contact me. Thank you in advance for your cooperation in this matter.

Sincerely yours,

Lisa L. Gonzalez

Lisa L. Gonzalez
Secretary to
LONNIE D. LORREN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -6 AM 10:57

llg:

Enclosure

216 E. Church St.
Pensacola, Florida
32501-3213

Telephone
(904) 432-8660

Facsimile
(904) 432-8595

3/8/96

EFFECTIVE DATE

2/28/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

GOOD NEIGHBOR COFFEE HOUSE, INC.

The undersigned incorporators, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be Good Neighbor Coffee House, Inc. Its mailing address shall be 700 West Garden Street, Pensacola, Florida 32501.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

1. To operate a retail business engaged in the sale of coffee, coffee products, gifts and sundries.
2. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, fraternal benefit society, state fair or exposition business.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock this corporation is authorized to issue and have outstanding initially is Ten Thousand (10,000) shares of \$.01 par value common stock. The Board of Directors shall be empowered to increase or decrease from time to time the number and classes of shares of stock authorized to be issued and outstanding.

ARTICLE IV - DATE OF COMMENCEMENT AND TERM OF EXISTENCE

This corporation shall commence existence on February 28, 1996, and shall exist perpetually.

ARTICLE V - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial street address of the registered office of this corporation in the State of Florida will be 700 West Garden Street, Pensacola, Escambia County, Florida 32501. The Board of Directors may from time to time move the registered office to any other address in the State of Florida. The name of the initial registered agent of the corporation is Steven E. Spracklen and he can be served with legal process on behalf of the corporation at 700 West Garden Street, Pensacola, Escambia County, Florida 32501. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be Two (2).

B. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one.

C. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the shareholders or thereafter until their successors are elected or appointed and have qualified are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Steven E. Spracklen	700 West Garden St. Pensacola, Florida 32501
Tracey H. Spracklen	700 West Garden St. Pensacola, Florida 32501

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Steven E. Spracklen	700 West Garden St. Pensacola, Florida 32501
Tracey H. Spracklen	700 West Garden St. Pensacola, Florida 32501

ARTICLE VIII - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 29th day of February, 1996.

Steve E. Spracklen (SEAL)

Tracey H. Spracklen (SEAL)

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, did personally
appear, STEVEN E. SPRACKLEN and TRACEY H. SPRACKLEN who are
personally known to me or who have produced valid Florida
Drivers Licenses as identification and who executed the
foregoing, and acknowledged that they executed said instrument
for the purposes described therein and did (did not) take an
oath.

Given under my hand and official seal this 29th day
of February, 1996.

Lisa L. Gonzalez
NOTARY PUBLIC

Lisa L. Gonzalez

Name of Notary Public

My Commission Expires

~~~~~  
Lisa L. Gonzalez  
Notary Public, State of Florida  
Commission No. CC 307188  
My Commission Expires 8/15/97  
~~~~~  
Bonded Through Fla. Notary Service & Bonding Co.
~~~~~

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Steven E. Spracklen  
STEVEN E. SPRACKLEN

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DIVISION OF CORPORATIONS  
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