

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-223-0071  
904-223-3111 FAX

000-342-0086



99600023268

ACCOUNT NO. : 072100000032

REFERENCE : 001393 125479A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 14, 1996

ORDER TIME : 9:54 AM

ORDER NO. : 001393

CUSTOMER NO: 125479A

CUSTOMER: William J. Vaughn, Esq  
WILLIAM JACKSON VAUGHN, ESQ

2007-9 South Melbourne Court

Melbourne, FL 32901

300001743113  
-03/14/96 - 01045--021  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE  
MAR 1 1 1996

DOMESTIC FILING

NAME: GREENHOUSE, INC.

EFFECTIVE DATE:

XX\_\_\_ ARTICLES OF INCORPORATION  
\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX\_\_\_ CERTIFIED COPY  
\_\_\_ PLAIN STAMPED COPY  
\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED  
96 MAR 14 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 MAR 14 PM 11:17  
CLERK OF COURT  
TALLAHASSEE, FLORIDA

T. BROWN MAR 1 5 1996

EFFECTIVE DATE  
MAR 11 1996

**ARTICLES OF INCORPORATION**  
**OF**  
**GREENHOUSE, INC.**

FILED  
96 MAR 14 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE I**

**NAME**

The name of the corporation shall be **GREENHOUSE, INC.**

**ARTICLE II**

**DURATION**

The corporation shall have perpetual existence commencing upon the date of acknowledgement of these Articles.

**ARTICLE III**

**PURPOSE**

The purposes for which the corporation is organized are: to directly or through ownership of shares in any corporation, to engage in coffee house eateries, and retail sales business: to purchase, lease, exchange, or otherwise acquire real estate and property, either improved or unimproved, and any interest therein; to own, hold control, maintain, manage, and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate, and control all kinds of buildings, houses, hotels, apartments, stores, offices, warehouses, mills, shops, factories, machinery, and plants, and all structures and erections of any description on any lands owned, held or leased by the

Corporation, or upon any other lands; to lease or sublet offices, stores, apartments, and other space in such building or buildings, and to sell lease, sublet, mortgage, create a security interest in, exchange, assign, transfer, convey, pledge, or otherwise alienate or dispose of any of such real estate and property, and any interest therein, and in general to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

#### ARTICLE IV

##### CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is one hundred (100), all of which shall be common shares with par value of \$1.00.

#### ARTICLE V

It is the intention of the incorporators that the stock of this Corporation shall qualify as a Small Business Company Stock under Section 1244 of the Internal Revenue Code, and as a Subchapter "S" Corporation.

#### ARTICLE VI

##### VOTING RIGHTS

Except as otherwise provided by law the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VII**  
**PRINCIPAL OFFICE AND REGISTERED AGENT**

[A] The street address of the initial principal office of the corporation is 705 E. New Haven Avenue, Melbourne, Florida 32901.

[B] The name of the initial registered agent is John Robert Bricker whose address is 705 E. New Haven Avenue, Melbourne, Florida 32901.

**ARTICLE VIII**  
**DIRECTORS**

This corporation shall have one (1) director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws. The name and address of the initial Directors of this corporation are:

NAME	ADDRESS
John Robert Bricker	2565 Billie Lane Malabar, Fl. 32950

**ARTICLE IX**  
**INCORPORATORS**

The names and addresses of the persons signing these Article of Incorporation are:

John Robert Bricker	2565 Billie Lane Malabar, Fl. 32950
---------------------	--

## ARTICLE X

### OFFICERS

The officers of the corporation may be a President, Vice President, Secretary, Treasurer, or any one of them as may be provided for in the By-Laws.

The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are  
OFFICER

President/Secretary/Treasurer      John Robert Bricker

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

Section 1. The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.


## ARTICLE XI

### EFFECTIVE DATE

The effective date of this corporation shall be the date these Articles are filed with the Secretary of State.

IN WITNESS WHEREOF I have made, subscribed, and acknowledge

this Certificate of Incorporation this 11th day of March 1996.

  
John Robert Bricker

ACCEPTANCE

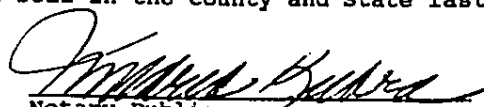
I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
JOHN ROBERT BRICKER

STATE OF FLORIDA  
COUNTY OF BREVARD

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JOHN ROBERT BRICKER to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.  
Said party (check one) ( ) is/are personally known to me of ( ) presented \_\_\_\_\_ as identification, and did take an oath.

Witness my hand and official seal in the County and State last aforesaid this 11 day of March, 1996.

  
Notary Public  
State of Florida  
My Commission Expires:



Mildred Kudra  
MY COMMISSION # CC495089 EXPIRES  
October 28, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.