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LONGWOOD, FL 32701-5454

March 8, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

100001766381
-04/02/96--01072--006
****122.50 ****122.50

Re: Cappuccino Systems, Inc.

Dear Sir/Madam:

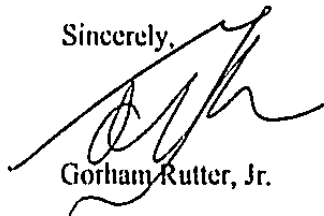
With respect to the above-referenced corporation, enclosed please find the original and one copy of the Articles of Incorporation and a Resident Agent Certificate, together with a check in the amount of \$122.50 to cover the following costs:

- | | |
|------------------------------------|---------|
| 1. Filing Fee | \$35.00 |
| 2. Certified Copy Charge | 52.50 |
| 3. Designation of Registered Agent | 35.00 |

Upon filing of the Articles of Incorporation, please forward the certified copy of same to my office.

Thank you for your time and attention to this matter.

Sincerely,


Gorham Rutter, Jr.

GR/jp

Enclosure

q5c8a1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -2 AM 9:31

g4/9/96

ARTICLES OF INCORPORATION
OF
CAPPUCCINO SYSTEMS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR -2 AM 9:31

ARTICLE I

Name. The name of this Corporation is CAPPUCCINO SYSTEMS, INC.

ARTICLE II

Business and Activities. This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is FIVE THOUSAND (5,000) SHARES of common stock having a par value of One and NO/100 (\$1.00) Dollar per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This Corporation shall have perpetual existence.

ARTICLE V

Address of the Principal Office and Mailing Address. The principal place of business and mailing address of this Corporation shall be 1895 Crowley Circle East, Longwood, Florida, 32779.

ARTICLE VI

Initial Registered Agent and Address. The name of the initial registered agent of this Corporation is GIUSEPPE SORRENTINO, and the street address of the Corporation's initial registered office is 1895 Crowley Circle East, Longwood, Florida, 32779.

ARTICLE VII

Pre-emptive Rights. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

Number of Directors. The Board of Directors of this Corporation shall consist of at least one (1) and not more than five (5) Directors. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude a Director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IX

Initial Board of Directors. The name and street address of each member of this Corporation's first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Giuseppe Sorrentino	1895 Crowley Circle East Longwood, Florida 32779

ARTICLE X

Incorporator. The name and street address of the Incorporator to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Giuseppe Sorrentino	1895 Crowley Circle East Longwood, Florida 32779

ARTICLE XI

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided in the By-Laws of this Corporation.

ARTICLE XII

AMENDMENT. These Articles of Incorporation may be amended as 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 stock issued and entitled to be voted, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned does set his hand and seal this 15th
day of March, 1996.

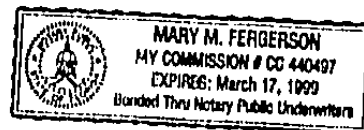
STATE OF FLORIDA
COUNTY OF ORANGE SEMINOLE (m2)

Giuseppe Sorrentino
GIUSEPPE SORRENTINO

The foregoing instrument was acknowledged before me on March 15th, 1996,
by GIUSEPPE SORRENTINO, who is personally known to me or who produced the following
form(s) of identification: _____

Mary M. Fergerson
Notary Public, State of Florida

Mary M Fergerson
(Printed Name of Notary Public)



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -2 AM 9:31


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sec. 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office in the State of Florida:

1. The name of the Corporation is: CAPPUCCINO SYSTEMS, INC.
2. The name and address of the Registered Agent and Office is:

Giuseppe Sorrentino
1895 Crowley Circle East
Longwood, Florida 32779

Dated: March 15, 1996


GIUSEPPE SORRENTINO

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.

DATED: March 15, 1996.


GIUSEPPE SORRENTINO