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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

00000118000000  
-00000000-0100-012  
\*\*\*122.50 \*\*\*122.50

Parini Coll. Bldg.

☒ Profit-Rpts.

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

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date on Fic. Application  
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Abends.  
M.

**STATE FLORIDA  
ARTICLES OF INCORPORATION OF  
PANINI COFFEE BAR, INC.**

FILED  
MAR 15 2001  
CLERK OF THE COURT  
JUDICIAL CIRCUIT IN AND FOR  
DADE COUNTY, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of the Corporation is: PANINI COFFEE BAR, INC.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. The corporation shall have authority to issue 100 shares, all of one class, \$1.00 par value.
5. The address of its principal place of business is 16 N.E. Third Avenue, Miami, Florida 33131.
6. The initial registered agent of the corporation is David Everett Marko, One Biscayne Tower, 2 South Biscayne Boulevard, Suite 2600, Miami, Florida 33131.
7. The number of directors constituting its initial board of directors is one (1). The name and address of the director of this Corporation, who shall hold office for the first corporate year or until their successors are chosen is:

**NAME AND ADDRESS**

**TITLE**

Robert Haik  
20185 East Country Club Drive  
Unit 705  
Miami Beach, Florida 33180.

Director

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8. The name and address of the incorporator is Robert Haik, 20185 East Country Club Drive, Unit 706, Miami Beach, Florida 33180.

9. Preemptive Rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (and issued) shares of common stock held by the holder to all shares of common stock currently authorized (and issued).

10. Where shareholder approval is required for any action, each shareholder shall be entitled to vote equal to the number of shares he or she may own. The approval of any action shall require the affirmative vote of not less than fifty-one percent (51%) of all of the issued and outstanding shares.

11. The business and affairs of the Corporation shall be managed by the shareholders and the Board of Directors.

DATED this 26th day of April, 1996.

  
Robert Haik  
Incorporator

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April 26, 1996  
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FILED  
\$6 MAY-5 PM 3:01  
TALLAHASSEE, FLORIDA

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

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

Panini Coffee Bar, Inc., desiring to organize under the laws of the State of  
Florida with its principal office, as indicated in the Articles of Incorporation in the  
City of Miami, State of Florida, has named David Everett Marko, One Biscayne  
Tower, 2 South Biscayne Boulevard, Suite 2600, Miami, Florida 33131, as  
REGISTERED AGENT to accept service of process within this state.

**ACCEPTANCE OF REGISTERED AGENCY**

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

  
David Everett Marko  
Registered Agent