P9600038875

1 1 4 4 4 4		
CT CORPORATION SYST	ЕМ	
Requestor's Name 660 East Jofforson	Strant	
Address		
City State Zip	301 222-1092 Phone	∰1∭1∭1∭1011 1 5,5 1,25 5,5 25,0 -0%70,5 %6 + 04074 + 042 > 45 422,50 + 444 122,50
CORPORA	ATION(S) NAME	************************************
	Penini Colle Bat, Ve	
Profit-Kads. () NonProfit () Limited Liability (() Amendment	() Merger
() Foreign	() Dissolution/With	ndrawal () Mark
() Limited Partnership () Reinstatement	() Annual Report () Reservation	() Other () Change of R.A. () Fic. Name
Certified Copy	() Photo Coples	() CUS
() Call When Ready Walk In () Mail Out	() Call if Problem	() After 4:30 Pick Up
Name Avallability Document Examiner	5.6.56	PLEASE RETURN EXTRA COPIES FILE STAMPED
Updater		
Verilier	-1 ist	K. Andlir-tie
Acknowledgment	File 1st	The inset fict. App.
W.P. Verifier		Please insect fict. Application. Please insect fict. Application. Professor Submitty to that section. About. Mil
CR2E031 (1-89)		he fore sur about.

ARTICLES OF INCORPORATION OF PANINI COFFEE BAR, INC.

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

Director

Robert Haik 20185 East Country Club Drive Unit 705 Miami Beach, Florida 33180. Panini Coffee Bar, Inc. Articles April 26, 1996 Page -2-

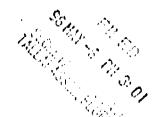
- 8. The name and address of the incorporator is Robert Haik, 20185 East Country Club Drive, Unit 705, Miami Beach, Florida 33180.
- 9. Preemptive Rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, torms and conditions 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

Panini Coffee Bar, Inc. Articles April 26, 1996 Page -3-



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