

5/29/96

FLORIDA DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE

STATE OF FLORIDA

400 EAST GULF BLVD

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THE INTERNET OUTPOST CAFE, INC.

FAX AUDIT NUMBER: H96000007561

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MAY-30-1996 13138 EMPIRE CORPORATE KIT

P.01/03



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthorn
Secretary of State

May 30, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: THE INTERNET OUTPOST CAFE, INC.
REF: W96000011434

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Loria Poole
Corporate Specialist

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ARTICLES OF INCORPORATION
OF
THE INTERNET OUTPOST CAFE, INC.

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96 MAY 30 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscribe of these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

THE INTERNET OUTPOST CAFE, INC.

ARTICLE II

The general nature of the business to be transacted by this Corporation is:

A. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries;

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of Corporation property, or other instruments to secure the payment of corporate indebtedness as required;

C. To purchase the corporate assets of any other corporation and engage in the same or other character of business;

D. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other government, and, while owner of such stock, to exercise all the rights, powers and privileges of such ownership, including the right to vote such stock.

Prepared by:
Joseph C. Skaleki, Esquire
4300 - 140th Ave. N., Ste. 214
Clearwater, FL 34622
(813) 536-5001
Florida Bar No: 0802085

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E. To conduct any and all lawful business including but not limited to providing internet-related services and selling coffee and similar beverages to the public within the State of Florida.

F. In general, to have and exercise all powers conferred by the laws of the State of Florida upon corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE III

A. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of Common Stock having a nominal or par value of \$1.00 per share.

B. The holders of stock of the Corporation shall be entitled to one (1) vote for each share of stock held at all meetings of Stockholders with cumulative voting not permitted.

C. The stock of the Corporation shall be paid for in lawful money of the United States of America, or in property, securities, services or such other method of payment as the Board of Directors may reasonably approve at a just valuation to be fixed by the Board of Directors; the Corporation may from time to time increase its capital stock to any amount not prohibited by law.

ARTICLE IV

This Corporation shall begin existence as of the date of filing, and shall exist perpetually.

ARTICLE V

The Registered Office of this Corporation in the State of Florida is 400 - 140th Ave. N., Ste. 214, Clearwater, FL 34622. The principal office of this Corporation in the State of Florida is 413 Hermosita Drive, St. Petersburg, FL 33706-2805. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

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ARTICLE VI

The Registered Agent and his address in the State of Florida is:

Joseph C. Skahki, Esq.
4500 - 140th Ave. N., Ste. 214
Clearwater, FL 34622

ARTICLE VII

This Corporation shall not have less than one (1) Director initially, who shall not be required to be a Stockholder. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII

The names and post office address of the first Board of Directors and Officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Jodi Lynn Gustafson	559 Elm Crossing Ballwin, MO 63021	President
Kent Russell Gustafson	413 Hermosita Drive St. Petersburg, FL 33706-2805	Vice-President
Timothy Michael Myers	559 Elm Crossing Ballwin, MO 63021	Secretary, Treasurer

ARTICLE IX

The name and post office address of the person signing these Articles of Incorporation is:

Kent Russell Gustafson
413 Hermosita Drive
St. Petersburg, FL 33706-2805

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ARTICLE X

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 two-thirds (2/3) of the stock entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Incorporation on May 28 1996.

Kent Russell Gustafson
Kent Russell Gustafson, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me this 28th day of May 1996 by Kent Russell Gustafson, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

Heita W. Wheeler
NOTARY PUBLIC, State of Florida
At Large
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 5/29/96

Joseph C. Skalski
Joseph C. Skalski, Esquire

CLERK OF STATE
TALLAHASSEE
FLORIDA

MAY 30 PM 4:32

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