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J. D. WINGARD, JR.  
(OF COUNSEL)

June 19, 1997

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Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee FL 32314

RE: EMERALD COAST ROAST COFFEE CO.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation and a check in the amount of \$122.50 to cover the cost of filing fees, a certified copy and Registered Agent Designation. Once filed, please forward the certified copy to this office at the address indicated above. If you are in need of further information feel free to contact me. Thank you for your assistance.

Sincerely yours,

*Sharon J. Hinze*

Sharon J. Hinze  
Secretary to H. Bart Fleet

Enclosures

FILED  
96 JUN 25 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*6/22*

ARTICLES OF INCORPORATION  
OF  
EMERALD COAST ROAST COFFEE CO.

FILED  
96 JUN 25 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is EMERALD COAST ROAST COFFEE CO. and its principal office and mailing address is 4546 Highway 20 East, Niceville, FL 32578.

ARTICLE TWO

NATURE OF BUSINESS

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida. The initial purpose of this corporation is to maintain and operate a coffee and delicatessen business.

ARTICLE THREE

CAPITAL STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of stock with a par value of One Dollar (\$1.00) each. Such stock shall be of a single class.

ARTICLE FOUR

TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing

upon the filing of these articles on June 19, 1996.

#### ARTICLE FIVE

##### REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 1201 Eglin Parkway, Shalimar, Florida 32579. The registered agent is H. BART FLEET.

#### ARTICLE SIX

##### BOARD OF DIRECTORS

This Corporation shall have six (6) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The names and addresses of the initial board of directors of the corporation are as follows:

Ted K. Beck	7002 Turkey Bluff Drive Navarre FL 32566
Megan J. Beck	7002 Turkey Bluff Drive Navarre FL 32566
Paul T. Donlan	8075 Sleepy Bay Boulevard Navarre FL 32566
Richard J. Hollowell	8075 Sleepy Bay Boulevard Navarre FL 32566
Michael D. Vlk	2811 Sam Snead Court Shalimar FL 32579
Rachel A. Vlk	2811 Sam Snead Court Shalimar FL 32579

The persons named as initial directors shall hold office for the

first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE SEVEN

##### INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE EIGHT

##### REMOVAL OF DIRECTOR

Any director may be removed with or without cause by a vote of the holders fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

#### ARTICLE NINE

##### SHAREHOLDER QUORUM

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

#### ARTICLE TEN

##### AMENDMENT

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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE ELEVEN  
INCORPORATOR

The name and address of the incorporator is :

H. Bart Fleet  
Chessex, Wingard, Barr, Whitney,  
Flowers and Fleet, P.A.  
1201 Eglin Parkway  
Shalimar, FL 32579

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles on June 19, 1996.

  
H. BART FLEET, Incorporator

ACKNOWLEDGEMENT

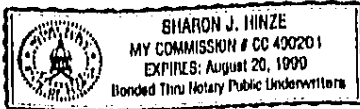
STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared H.  
BART FLEET, Incorporator, for the purpose of lawfully executing  
these Articles of Incorporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



ACCEPTANCE BY THE REGISTERED AGENT

I, H. BART FLEET, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on June 19, 1996.



H. BART FLEET, Registered Agent

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96 JUN 25 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA