

P960000059046

JOY & MORAN
ATTORNEYS AT LAW
1000 SECOND STREET
SUITE 080
SARASOTA, FLORIDA 34230

DANIEL JOY
MICHAEL MORAN
JAMES D. WOOD

July 10, 1996

FILED

96 JUL 12 PM 2:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FAX 904/694-7101

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

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****122.50 ****122.50

RE: SWISS COFFEE HOUSE ENGLER CORP.

Ladies and Gentlemen:

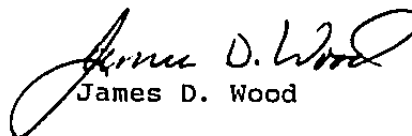
I have enclosed an original and a copy of the Articles of Incorporation for the above-referenced corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

a. Filing Fee	\$ 35.00
b. Certified Copy Fee	\$ 52.50
c. Registered Agent Fee	\$ 35.00
<u>Total</u>	<u>\$122.50</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me.

If you have any questions, please do not hesitate to contact me. Thank you.

Very truly yours,


James D. Wood

Enclosures
VA.SECSTATE.ENGLER.L01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SWISS COFFEE HOUSE ENGLER CORP.

The undersigned, acting as incorporator of SWISS COFFEE HOUSE ENGLER CORP. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME AND PRINCIPAL OFFICE

SWISS COFFEE HOUSE ENGLER CORP.
362 RINGLING BOULEVARD
SARASOTA, FLORIDA 34236

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION

The corporation will have a perpetual existence.

ARTICLE IV. PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

(a) To engage in retail and/or wholesale coffee and coffee supplies sales.

(b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued.

A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1800 Second Street, Suite 850, Sarasota County, Sarasota, Florida 34236, and the name of the corporation's initial registered agent at that address is James D. Wood.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street address of the initial director is:

<u>Name</u>	<u>Address</u>
JEAN-PIERRE ENGLER	362 Ringling Boulevard Sarasota, Florida 34236

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
James D. Wood	Joy & Moran, Attorneys 1800 Second Street, Suite 850 Sarasota, Florida 34236

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as

incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

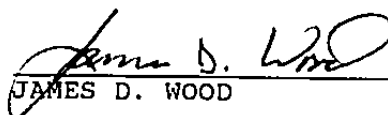
ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed these Articles of Incorporation this 10th day of July, 1996.



JAMES D. WOOD

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted:

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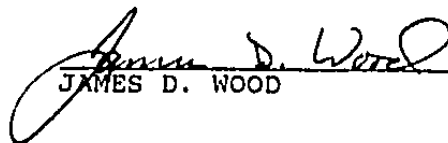
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That **SWISS COFFEE HOUSE ENGLER CORP.**, desiring to be organized under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 1800 Second Street, Suite 850, City of Sarasota, County of Sarasota, Florida 34236, has named **JAMES D. WOOD**, located at that address, as its agent to accept service of process within this state.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.


JAMES D. WOOD

SWISS.COFFEE.A01

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SWISS COFFEE HOUSE COMP.

362 A John Ringling Blvd.
Sarasota, FL 34236, USA

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Office Use Only

NT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 15, 1996

Swiss Coffee House Engler Corp.
362 John Ringling Blvd.
Sarasota, FL 34236

SUBJECT: SWISS COFFEE HOUSE ENGLER CORP.
Ref. Number: P96000059046

We have received your document for **SWISS COFFEE HOUSE ENGLER CORP.** and check(s) totaling \$25.00. However, your check(s) and document are being returned for the following:

The fee to change the registered agent is \$35.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 896A00052210

Florida Department of State, Sandra B. Morham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of _____ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Swiss Coffee House Engler Corp.

1b. The mailing address of the corporation is: _____

362 John Ringling Blvd., Sarasota, FL, 34236

1c. Date of Incorporation: July 12, 1996 Document number: P96000059046

2. The name and address of the current registered agent and office:

James D. Wood, Joy & Moran, Attorneys

1800 Second Street, Suite 850

Sarasota, FL, 34236

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Neuenschwander Rudl

4431 NE 15th Ter

Ft. Lauderdale, FL, 33334

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or
vice chairman of the board)

11/2/1996

(Date)

Engler Jean-Pierre, President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

11/2/1996
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA