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July 12, 1996

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Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

RE: Articles of Incorporation - Art & Java, Inc.

Dear Sirs:

Enclosed please find the Articles of Incorporation for Art & Java, Inc., together with a check in the amount of \$122.50 for filing fees. Please file accordingly.

If you have any questions, please give me a call. Thank you for your attention to this matter.

Respectfully,

LAW OFFICES OF
GILBERT P. MACPHERSON, P.A.



Gilbert P. Macpherson

Enclosures
sec.12.e

17 1996 BSB 7-12-96
EFFECTIVE DATE

FILED
96 JUL 15 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ART & JAVA, INC.

FILED
96 JUL 15 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME. The name of this corporation is:

ART & JAVA, INC.

EFFECTIVE DATE

ARTICLE II

EFFECTIVE DATE. The effective date of this corporation shall be July 12, 1996.

ARTICLE III

NATURE OF BUSINESS. The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK. The maximum number of shares of stock that this corporation is authorized to have on hand at any time is 10,000 shares of common stock having a par value of \$.50 per share.

ARTICLE V

TERM OF EXISTENCE. This corporation shall have perpetual existence, commencing upon the effective date of these Articles.

ARTICLE VI

REGISTERED AGENT, INITIAL REGISTERED OFFICE AND ADDRESS OF CORPORATION. The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be GILBERT P. MACPHERSON, P.A., 1822 Drew Street, Suite 8, Clearwater, Florida 34625.

The corporation's principal office and mailing address are: 483 Mandalay Ave., Unit 115 Pelican Walk, Clearwater Beach, FL 34630

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII

DIRECTORS. The corporation shall have no less than one (1) director nor more than nine (9). The number may be increased or decreased as may be authorized by the By-Laws of this corporation. The number of directors constituting the initial Board of Directors shall be two (2).

ARTICLE VIII

INITIAL DIRECTORS.

Directors	Address
ROBERT C. WILLIAMS	511 Belle Isle Ave. Belleair Beach, FL 34634
CYNTHIA H. WILLIAMS	511 Belle Isle Ave. Belleair Beach, FL 34634

ARTICLE IX

DIRECTORS QUORUM AND VOTING. A quorum of the Board of directors shall consist of not less than one third of the directors then serving as authorized by the Bylaws of the Corporation. Each director shall have one vote unless a director shall also be the holder of the majority of the issued and outstanding shares of stock in the Corporation, in which event, the number of votes which can be cast by said director shall be one vote greater than the total votes of the other directors.

ARTICLE X

INCORPORATORS. The name and street address of the persons signing these Articles of Incorporation as the Incorporator is:

CYNTHIA H. WILLIAMS	511 Belle Isle Ave. Belleair Beach, FL 34634
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ARTICLE XI

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 these Articles of Incorporation is made.

Cynthia H. Williams
CYNTHIA H. WILLIAMS
INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

I, GILBERT P. MACPHERSON, am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

Gilbert P. Macpherson
Gilbert P. Macpherson
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared CYNTHIA H. WILLIAMS, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on 12th July, 1996 and who is personally known to me.

Sharron L. Seibeth
NOTARY PUBLIC

SHARRON L. SEIBERTH
Printed Name of Notary



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