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JOHN H. MYERS • ATTORNEY AT LAW

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July 19, 1996

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

Re: Sea Breeze Coffee & Tea, Inc.

Dear Sir/Madam:

Enclosed is the original and a copy of Articles of Incorporation for Sea Breeze Coffee & Tea, Inc. for filing, together with my trust check in the amount of \$122.50 for the filing fee.

Please register the Articles and return the recorded copy to the undersigned. Thank you.

Very truly yours,


John H. Myers

JHM/mm

enc.

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NC 7-25-96

ARTICLES OF INCORPORATION
OF
SEA BREEZE COFFEE & TEA, INC.

FILED
96 JUL 24 PM 4:48
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF SARDIS, FLORIDA

BY THESE ARTICLES OF INCORPORATION, the incorporators form a corporation for profit under Florida law.

NAME

The name of this corporation is SEA BREEZE COFFEE & TEA, INC..

ADDRESS

The physical location of the corporation shall be at 6505 Meandering Way, Bradenton, FL 34202.

TERM

This corporation shall exist perpetually.

PURPOSE

The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Florida law.

STOCK

The corporation is authorized to issue 10,000 shares of common stock with \$1.00 par value. The stockholders may dispose of the authorized and unissued stock from time to time. No stockholder has a preemptive right to purchase unissued, or treasury stock, or securities convertible into or carry a right to subscribe to or acquire stock.

REGISTERED AGENT

The registered agent for this corporation is JOHN H. MYERS, and the registered office is located at 2831 RINGLING BLVD., B-107, SARASOTA, FL 34237.

DIRECTORS

This corporation shall have no directors. The business of the corporation shall be managed by the stockholders.

INCORPORATORS

Todd R. Kopstad and Susan L. Kopstad, 6505 Meandering Way, Bradenton, FL 34202.

BY-LAWS

After adoption of the initial by-laws by the stockholders, by-laws may be adopted, amended or repealed by the stockholders of this corporation.

STOCK RESTRICTIONS

By agreement, stockholders and this corporation may restrict or limit the sale or transfer, or both, of stock of this corporation, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The by-laws shall provide for transfer on the corporate books in conformity with this agreement.

DATED on the 18 day of July, 1996.


TODD R. KOPSTAD


SUSAN L. KOPSTAD

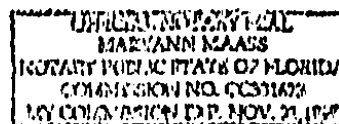
STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY, that on this day personally appeared before me, an officer authorized to administer oaths and take acknowledgements, TODD R. KOPSTAD and SUSAN L. KOPSTAD, to me personally known and who did not take an oath, this 18 day of July, 1996.

My Commission Expires:

Maya Mass
NOTARY PUBLIC

(SEAL)



CONSENT OF REGISTERED AGENT

The undersigned hereby consents to acting as registered agent for this corporation.

John H. Myers
JOHN H. MYERS

FILED
96 JUL 24 PM 4:48
CLERK OF DISTRICT COURT
STATE OF FLORIDA
TALLAHASSEE, FLORIDA