

P960000078572

Sept 16, 1996

Corporation Division
Secretary Of State
P.O. Box 6327
Tallahassee, Fl. 32314

300001951623
-09/19/96--01050--017
*****70.00 *****70.00

Re:

Gentlemen,

Enclosed please find two original copies of the Articles of Incorporation for the above company. I have also enclosed my check in the sum of \$70.00 for filing fees.

If everything is in order, please return one copy to me, with the Certificate of Incorporation.

As always, your help is greatly appreciated.

Yours Truly

Robert Spenelli
21 N.E. Royal Palm Way #302
Boca Raton, Fl. 33432
561-750-7423

Robert Spenelli GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. Suffix
DATE 9-23-96
DOC. EXAM VR

FILED
96 SEP 19 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-23-96
VR

ARTICLES OF INCORPORATION
OF

FILED
95 SEP 19 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the laws of Florida, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is *SPenelli's Cappuccino Factory, Inc.*

Article II

This corporation is organized to do any and all lawful business

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have out standing at any one time is 100 shares of common stock of the par value of .10 per share.

ARTICLE IV

Every share holder, upon the sale for cash of any new stock of this corporation of the same kind, class of series as that which he already holds, shall have the right to purchase his prorata share there of (as nearly as may be done with out issuance of fractional shares) at a price at which it is offered to others.

ARTICLE V

The amount of capital with which the corporation will begin business will be not less than \$500.00.

ARTICLE VI

THE Corporation is to have perpetual existence.

ARTICLE VII

The initial street address of the initial registered office of the corporation will be 21 N.E. Royal Palm Way, #302, Boca Raton Fl. 33432. and the name of the initial registered agent of this corporation at that adress is Robert Spenelli.

ARTICLE VIII

The number of directors of the corporation will not be less than one.

ARTICLE IX

The names and street address of the members of the first Board of Directors are

Robert Spenelli

21N.E. Royal Palm Way #302, Boca Raton Fl 33432

ARTICLE X

The name and street address of the persons signing these Articles of Incorporation are as follows:

Rober Spenelli, 21 N.E. Royal Palm Way #302 Boca Raton, Fl. 33432

Peter Spenelli, 21 N.E. Royal Palm Way #302 Boca Raton, Fl. 33432

ARTICLE XI

The initial bylaws shall be adopted by the board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with Florida General Corporation Act or these Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any other corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in any way interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall nevertheless authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

We the undersigned, being the original subscribers to these Articles of Incorporation, do hereby make, subscribe, acknowledge and file these Articles and certify that the facts stated herein are true and have hereunto set our hands and seals, this 17th day of September, 1996.

Robert Spenelli *Robert Spenelli*

State of Florida

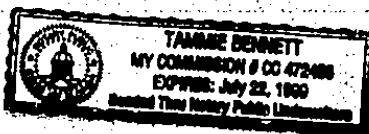
County of Palm Bch

Before Me, on this day personally appeared Robert Spenelli and

to the foregoing Articles of Incorporation, know to me personally to be such, and acknowledged the said Articles to be their free act and deed, and that the facts stated therein are truly set forth.

Witness my hand and official seal at Bownd County of Palm Bch, State of Florida, this 17th day of September, 1996.

My Commission Expires



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Robert Spenelli
I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of all my duties.

Robert Spenelli Robert Spenelli
registered agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56 SEP 19 AM 9:15

FILED