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DANA J. WATTS

FILED

1620 MAIN ST.
SUITE 1
SARASOTA, FLORIDA 34236-5811

ATTORNEY AT LAW
CERTIFIED CIRCUIT COURT MEDIATOR

96 OCT 21 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE
(941) 955-5791
TELEFAX
(941) 951-2076

October 16, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

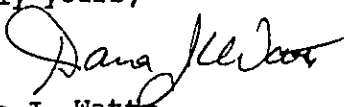
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****122.50 ****122.50

Re: Buckingham Coffee, Inc.

Ladies/Gentlemen:

Enclosed please find the original plus one executed copy of the Articles of Incorporation for the above corporation. We would appreciate your filing the same and advising us when they have been filed. Our check is also enclosed in the amount of \$122.50 to cover the costs.

Thank you for your cooperation and assistance in this matter.
Truly yours,


Dana J. Watts

DJW/mmw

Enclosures

cc: Client

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PA 10/22/96

ARTICLES OF INCORPORATION
OF
BUCKINGHAM COFFEE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name. The name of this corporation is BUCKINGHAM COFFEE, INC.

ARTICLE II

Duration. The corporation shall be perpetual.

ARTICLE III

Purpose. This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Capital Stock. This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value, which shall be designated "Common Shares".

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V

Preemptive Rights. Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Initial Principal Office. The street address of the initial principal office of this corporation is The Belle Haven, 1133 Fourth Street, Sarasota, Florida 34236.

ARTICLE VII

Initial Board of Directors. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Mark Adney
The Belle Haven
1133 Fourth Street
Sarasota, Florida 34236

ARTICLE VIII

Incorporator. The name and address of the person signing these articles is:

Mark Adney
The Belle Haven
1133 Fourth Street
Sarasota, Florida 34236

ARTICLE IX

Bylaws. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

Registered Agent. Dana J. Watts is hereby designated as the Registered Agent for this corporation. The registered office shall be 1620 Main Street, Suite 1, Sarasota, Florida 34236.

ARTICLE XI

Indemnification. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Amendment. This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of October, 1996.

Mark Adney
MARK ADNEY,
Subscriber

STATE OF FLORIDA
COUNTY OF SARASOTA

SWORN TO and subscribed before me for the uses and purposes therein expressed, this day and year last above written.

FL Dr. Lic.

A35D-SS4-45-023

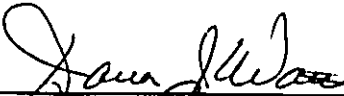
Marilyn Marie Wilson
Notary Public
My Commission Expires:

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION OF BUCKINGHAM COFFEE, INC.

Dana J. Watts, Esquire, has a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



DANA J. WATTS, ESQ.
REGISTERED AGENT

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TALLAHASSEE, FLORIDA