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December 2, 1996

Secretary of State
Division of Corporations
409 East Gaines
Tallahassee, Florida 32399

Re: COFFEE-COFFEE, INC.

To Whom It May Concern:

600002018966--2
-12/04/96--01019--007
****122.50 ****122.50

Enclosed herewith please find my check to your order in the amount of \$122.50 as payment for filing fees and taxes in the following amounts in connection with the incorporation of the above-captioned corporation.

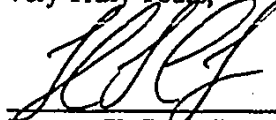
Filing Fees:	\$35.00
Register Agent Fee:	\$35.00
Certified Copy:	<u>\$52.50</u>
TOTAL	\$122.50

FILED
DEC - 3 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I have also enclosed the original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent of the above-captioned corporation. Please file the original and certify the copy and return it to my office.

Please note that the date for the beginning of corporate existence is November 27, 1996. If this presents a problem, please let me know.

Very Truly Yours,


Thomas T. Coon, Jr.

Enc. TTC

12/6/96
XB

ARTICLES OF INCORPORATION
OF
COFFEE-COFFEE, INC.

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, forms a corporation for profit under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is:
COFFEE-COFFEE, INC.

ARTICLE II NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III CAPITAL STOCK

The number of shares of authorized capital stock in this corporation shall be 10,000 shares of common stock with a par value of 10 cents.

The capital stock may be paid for in property, labor, services, or cash, at a just valuation to be fixed by the stockholders. All of such shall be fully paid and nonassessable.

ARTICLE IV TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1412 S. E. 2nd Street, Fort Lauderdale, FL 33301 and the initial registered agent at that address is JOSEPH ANDREW HEPP.

ARTICLE VI DIRECTORS(S)

This corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws.

ARTICLE VII INITIAL DIRECTOR(S)

The name(s) and address(es) of the member(s) of the first Board of Directors is (are):

JOSEPH ANDREW HEPP
1412 S. E. 2nd Street
Fort Lauderdale, FL 33301.

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CLERK OF DISTRICT COURT
FLORIDA

ARTICLE VIII PRINCIPAL OFFICE

The address of the principle office is:

1412 S. E. 2nd Street, Fort Lauderdale, FL 33301.

ARTICLE IX SUBSCRIBER(S)

The name and address of the subscriber(s) to these Articles of Incorporation is (are):

JOSEPH ANDREW HEPP
1412 S. E. 2nd Street
Fort Lauderdale, FL 33301.

ARTICLE X CUMULATIVE VOTING

Cumulative voting may be permitted by the terms of the By-Laws.

ARTICLE XI INDEBTEDNESS

The highest amount of indebtedness or liability to which this Corporation may at any time subject itself is unlimited.

ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS

This Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XIII BEGINNING OF CORPORATE EXISTENCE

The corporation existence of this Corporation shall commence at 8:00 A.M. on November 27, 1996.

ARTICLE XIV MAILING ADDRESS OF CORPORATION

The mailing address of the corporation shall be:

1412 S. E. 2nd Street, Fort Lauderdale, FL 33301.

IN WITNESS WHEREOF, the undersigned subscriber(s) has/have executed these Articles of Incorporation this 27th day of November, 1996.


JOSEPH ANDREW HEPP

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared JOSEPH ANDREW HEPP who is personally known to me or who has produced Florida Drivers License as identification and who acknowledged the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 27 day of November, 1996.

Christine Aniello
Signature of Notary Public
Christine Aniello
Printed name of Notary Public

My commission expires: 8/21/97



CHRISTINE ANIELLO
COMMISSION # CC 287718
EXPIRES AUG 21, 1997
Atlantic Bonding Co., Inc.
800-732-7245

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESSED MAY BE SERVED

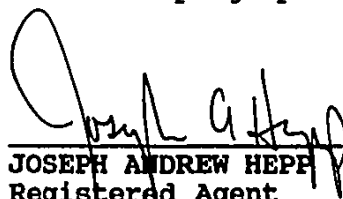
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96 DEC -3 PM 12:05
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

In pursuance of Chapter 48.091, Florida Statutes,
following is submitted in compliance with said Act:

COFFEE-COFFEE, INC.

desiring to organize under the laws of the State of Florida, with
its principle offices, as indicated in the Articles of
Incorporation at FORT LAUDERDALE, BROWARD County, State of Florida,
has named JOSEPH ANDREW HEPP, 1412 S. E. 2nd Street, Fort
Lauderdale, FL 33301, agent to accept services of process within
this state.

Having been named to accept services of process for the above-
stated corporation, at place designated in this Certification, I
hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.



JOSEPH ANDREW HEPP
Registered Agent