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LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 204463 9576A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 30, 1996

ORDER TIME : 10:10 AM

ORDER NO. : 204463-005

CUSTOMER NO: 9576A

CUSTOMER: Richard B. Sabra, Esq
RICHARD B. SABRA, ESQ

Suite 208
4601 Sheridan Street
Hollywood, FL 33021

96 DEC 30 PM 2:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1-1-97

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-12/30/96--01042--009
****122.50 ****122.50

DOMESTIC FILING

NAME: ASHLEY'S GOURMET COFFEE, INC.

EFFECTIVE DATE: 1-1-97

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

RECEIVED
96 DEC 30 PM 2:05
DIVISION OF CORPORATION

PH 2/3.0/96

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ARTICLES OF INCORPORATION

96 DEC 30 PM 2:12

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASHLEY'S GOURMET COFFEE, INC.

The undersigned, for the purpose of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

EFFECTIVE DATE

Article I - Name

The name of the Corporation is ASHLEY'S GOURMET COFFEE, INC. 1-1-97

Article II - Principal Office

The principal place of business and mailing address of the Corporation is c/o Richard B. Sabra, Esq., 4601 Sheridan Street, Suite 208, Hollywood, Florida 33021. The Board of Directors of the Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article III - Duration

The Corporation shall have perpetual existence unless dissolved pursuant to law and shall be effective as of January 1, 1997.

Article IV - Nature of Business

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

Article V - Capital Stock

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) per share par value common stock.

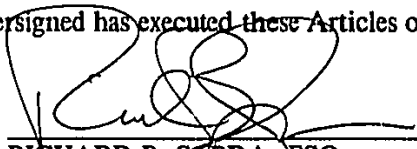
Article VI - Initial Registered Agent and Address

The name and address of the initial registered agent of the Corporation is Richard B. Sabra, Esq., 4601 Sheridan Street, Suite 208, Hollywood, Florida 33021.

Article VII - Incorporator

The name and address of the incorporator is: Richard B. Sabra, Esq., 4601 Sheridan Street, Suite 208, Hollywood, Florida 33021.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27 day of December, 1996.


RICHARD B. SABRA, ESQ.

FILED

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

96 DEC 30 PM 2: 12

DEPT. OF STATE
TALLAHASSEE, FLORIDA

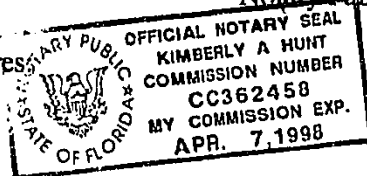
BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared RICHARD B. SABRA, ESQ., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 27 day of December, 1996.

Kimberly A. Hunt

Notary Public

My Commission Expires



(SEAL)

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby certify that I have accepted the appointment as the initial registered agent of ASHLEY'S GOURMET COFFEE, INC., and agree to serve as its agent to accept service of process within this State at the Registered Office designated in the Articles of Incorporation, and acknowledge that I am familiar with and accept the obligations pursuant to Section 607.325 of the Florida Statutes.

Dated this 27 day of December, 1996

Richard B. Sabra

RICHARD B. SABRA, ESQ.