

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY SSD SSD

WALK-IN  
Will Pick Up 129 1110

RE: Coffee Gelore, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> Foreign Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		

## SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

597A-4579

THANK YOU  
from  
Your Capital Connection

97 JAN 29 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

RECEIVED  
97 JAN 29 AM 10:14  
DIVISION OF CORPORATION

**MATHIS LAW FIRM, P.A.**

POST OFFICE BOX 1567  
ORLANDO, FLORIDA 32801  
SUITE 216  
5979 VINELAND ROAD  
ORLANDO, FLORIDA 32819

JACINTA M. MATHIS  
ATTORNEY AT LAW

TELEPHONE NUMBER (407) 363-4519  
FACSIMILE NUMBER (407) 363-1558

January 28, 1997

Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Articles of Incorporation for  
COFFEE GALORE, INC.

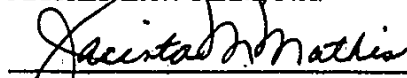
Dear Sir or Madam:

I have enclosed the Articles of Incorporation for COFFEE GALORE, INC. together with our law firm's check in the amount of \$35.00 to cover the filing fees for the corporation and \$35.00 to cover the Registered Agent Designation for the corporation for a total of \$70.00.

Thank you in advance for your immediate attention to this matter. If you should have any questions or need any additional information, please do not hesitate to contact me at (407) 363-4519.

Very Truly Yours,

MATHIS LAW FIRM, P.A.

  
JACINTA M. MATHIS, ESQUIRE

JMM/sc

Enclosures: Original Articles of Incorporation for COFFEE GALORE, INC.  
Mathis Law Firm, P.A. check #6152 the amount of \$70.00

**ARTICLES OF INCORPORATION  
OF  
COFFEE GALORE, INC.**

FILED  
97 JAN 29 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida General Corporation Act, COFFEE GALORE, INC. adopts the following Articles of Incorporation:

**ARTICLE ONE  
NAME**

The name of this corporation is COFFEE GALORE, INC. ("Corporation").

**ARTICLE TWO  
DURATION**

The period of duration for this Corporation is perpetual.

**ARTICLE THREE  
PURPOSE**

The purpose is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR  
CAPITAL STOCK**

The Corporation is authorized to issue Seven Thousand Five Hundred (7500) shares of common stock class, with a One Dollar (\$1.00) par value for each share.

**ARTICLE FIVE  
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent are as follows:

Jacinta M. Mathis, Esquire  
Mathis Law Firm, P. A.  
Studio Plaza Building  
5979 Vineland Road, Suite 216  
Orlando, Florida 32819

**ARTICLE SIX  
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation is:

861 West Morse Boulevard, Suite 250  
Winter Park, FL 32792

**ARTICLE SEVEN  
INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The names and addresses of the initial directors of this Corporation are:

Elaine Barrett  
861 West Morse Blvd.  
Winter Park, FL 32792

Lynda R. Mogul  
861 West Morse Blvd.  
Winter Park, FL 32792

**ARTICLE EIGHT  
INCORPORATORS**

The name and address of the Incorporators signing these Articles of Incorporation is:

Elaine Barrett  
861 West Morse Blvd.  
Winter Park, FL 32792

Lynda R. Mogul  
861 West Morse Blvd.  
Winter Park, FL 32792

**ARTICLE NINE  
NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

**ARTICLE TEN  
DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this Corporation.

**ARTICLE ELEVEN  
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors and upon a majority vote of the directors.

**ARTICLE TWELVE  
INDEMNIFICATION**

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

**ARTICLE THIRTEEN  
SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative votes of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE FOURTEEN  
REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

**ARTICLE FIFTEEN  
INFORMAL ACTION OF DIRECTORS**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the written evidence of their consent is filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE SIXTEEN  
RESTRICTIONS ON TRANSFER OF STOCK**

Restrictions on the sale or transfer of the stock of this Corporation may be set forth in a buy-sell agreement.

**ARTICLE SEVENTEEN  
HEADING AND CAPTIONS**

The headings or captions of these Articles of Incorporation are inserted for convenience. They shall not have any force or effect and the interpretation of the various Articles shall not be influenced by the language of the headings or captions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 28<sup>th</sup> day of January, 1997.

Elaine Barrett  
Elaine Barrett,  
Incorporator

Lynda R. Mogul  
Lynda R. Mogul

STATE OF FLORIDA   )  
COUNTY OF ORANGE )

BEFORE ME, the undersigned authority, personally appeared Elaine Barrett and Lynda R. Mogul, to be known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28<sup>th</sup> day of January, 1997.

Sandra A. Carnell  
NOTARY PUBLIC  
My Commission Expires:



SANDRA A. CARNELL  
MY COMMISSION # CC384256 EXPIRES  
August 5, 1998  
DONDED TIRU TROY FAIR INSURANCE, INC.

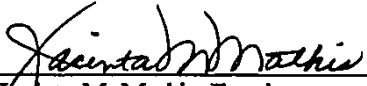
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

COFFEE GALORE, INC., (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated Jacinta Mathis as its registered agent to accept service of process within the State of Florida with its registered office at Studio Plaza Building, 5979 Vineland Road, Suite 216, Orlando, Florida 32819.

**ACKNOWLEDGMENT**

Having been named Registered Agent for the Corporation at the place designed in this Certificate, I agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 28<sup>th</sup> day of January, 1997.

  
Jacinta M. Mathis, Esquire  
Registered Agent

FILED  
97 JAN 29 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA