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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

500002068425--9

Re: Rivergate Coffee Shop, Inc.

500002068425--9
-01/24/97--01106--019
****122.50 ****122.50

Dear Sir or Madam:

I am enclosing herewith the original and one copy of the Articles of Incorporation for the above named corporation together with our check in the sum of \$122.50 representing the amount of the filing fee, a certified copy of the articles and a certificate designating registered agent. Please send us a certified copy of the document at your earliest convenience.

Your prompt attention to this matter will be greatly appreciated.

If you have any questions regarding the foregoing, please do not hesitate to call me.

Sincerely,

Handwritten signature: Nicole Blankenship
Nicole M. Blankenship
Legal Assistant
NMB
Encls.

Handwritten: 1/30

FILED
97 JAN 24 AM 9:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
RIVERGATE COFFEE SHOP, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **RIVERGATE COFFEE SHOP, INC.**

ARTICLE II - DURATION OF CORPORATE EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

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 five hundred (500) shares of common stock at one dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 128 South Nova Road, Ormond Beach, FL 32174.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is DONALD N. TRIZANO,
128 South Nova Road, Ormond Beach, FL 32174.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have no directors.

ARTICLE VIII - INCORPORATORS

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

DONALD N. TRIZANO
128 South Nova Road
Ormond Beach, Florida 32174

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the
business and affairs of this corporation and shall be managed under the direction of
the shareholders of this corporation.

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida
General Corporation Act.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer 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 thereto and any right conferred
upon the shareholders is subject to this reservation.

The undersigned has executed these Articles this 23rd day of January, 1996.


DONALD N. TRIZANO

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED ABOVE, I HEREBY 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 MY DUTIES.


DONALD N. TRIZANO

FILED
97 JAN 24 AM 9:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA