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maisoni, Lp, Inc.  
5170 S. UNIVERSITY DRIVE  
DADE, FLORIDA 33009

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

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<input type="checkbox"/>	Domestication
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

R. C. CLEGG FEB 5 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**THE COFFEE HOUSE AND CAFE, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopted the following Articles of Incorporation:

**Article One - Name**

The name of the corporation is THE COFFEE HOUSE AND CAFE, INC.

**Article Two - Nature of Business and Powers**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**Article three - Term of Existence**

The corporation shall have perpetual existence commencing upon the filing of these articles.

**Article Four - Capital Stock**

This corporation is authorized to issue a maximum of Five Hundred (500) shares of One Dollar (\$ 1.00) par value stock, which shall be designated "Common Shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

**Article Five - Preferences, Limitations**

**and Relative Rights of Shares of**

**Capital Stock**

**Section 1. Dividends:**

The holders of record of "Common Shares", if any, shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors.

**Section 2. Rights upon Liquidation or dissolution:**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, after the payment of any and all debts and obligations, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the "Common Shares".

**Section 3. Voting Rights:**

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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 Six - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, at the price at which it is offered to others.

#### **..... Article Seven - Initial Registered Agent and Registered Office**

The Registered Agent and the street address of the initial Registered Office of his corporation in the State of Florida shall be:

Marshall Updyke, Jr.  
Registered Agent  
5170 S. University Drive  
Davie, Florida 33328

#### **Article Eight - Principal Place of Business**

The initial principal place of business For THE COFFEE HOUSE AND CAFE, INC. shall be 5170 S. University Drive, City of Davie, County of Broward, State of Florida 33328.

#### **Article Nine - Initial Board of Directors**

This corporation shall have one (1) director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but never be less than One (1).

#### **Article Ten - Initial Directors**

The name of the initial Directors of this corporation and the street address:

Marshall Updyke, Jr.  
5170 S. University Drive  
Davie, Florida 33328

Nancy Updyke  
5170 S. University Drive  
Davie, Florida 33328

The person(s) named as initial Director(s) shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and has qualified whichever occurs first.

#### **Article Eleven - Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority (51%) of the stock entitled to vote, unless all of the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

### Article Twelve - Action without a meeting

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. The consent shall have the same effect as an unanimous vote at a shareholder's meeting.

### Article Thirteen - Incorporation by reference

Any and all conditions, terms, limitations, promises and covenants that appear in a preincorporation agreement for THE COFFEE HOUSE AND CAFE, INC. shall be adopted by, and binding the corporation upon the filing of Articles of Incorporation with Secretary of State.

### Article Fourteen - Incorporator

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

Marshall Updyke Jr.  
5170 S. University Drive  
Dave, Florida 33328

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Article of Incorporation on this 21 day of January, 1997.

Marshall Updyke Jr.  
Incorporator

### Article Fifteen - Special Provisions

It is the intent of the Incorporator that the corporation will qualify under 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an "S" corporation.

STATE OF FLORIDA       )  
COUNTY OF BROWARD    )ss

BEFORE ME, a Notary Public, personally appeared MARSHALL UPDYKE JR. to me known to be the person described as Incorporator and has produced as identification FLDL #568-67-267 and who executed the foregoing Articles of Incorporation, and acknowledge before that he/she subscribed to these Articles of Incorporation on this 21 day of January, 1997.

Fred Balestrieri  
Notary public

My commission expires:

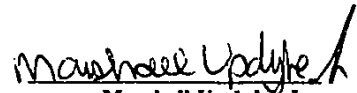


**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN  
THIS STATE, NAMES AGENTS UPON WHOM PROCESS MAY BE SERVICED**

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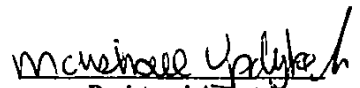
Pursuant to Chapter 48, Florida Statute 48.091, the following is submitted, in compliance with said Act:

First, that THE COFFEE HOUSE AND CAFE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, County of Broward, State of Florida has names Marshall Updyke, Jr., City of Davie, County of Broward, State of Florida, as its registered agent to accept service of process within the State.

  
Marshall Updyke, Jr.

**Acknowledgment**

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

  
Registered Agent

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