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L. PETER JOHNSON (1942-1988)

February 4, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

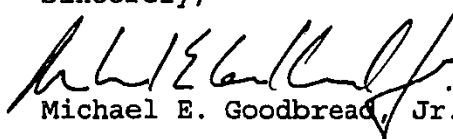
Re: Surf n' Java, Inc.

Gentlemen:

Please find enclosed the original executed Articles of Incorporation of the above-referenced corporation for filing in the appropriate records, and a check in the amount of \$78.75 to cover the filing fee, registered agent designation and a certificate of status.

Please return the certificate of status to my attention.
Thank you for your prompt attention to this matter.

Sincerely,


Michael E. Goodbread, Jr.

MEGjr:bjc
Enclosures

FILED
97 FEB -5 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-6-97

ARTICLES OF INCORPORATION
OF
SURF N' JAVA, INC.

FILED
97 FEB -5 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is Surf N' Java, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 3033-11 Monument Road, Jacksonville, Florida 32225.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of this corporation shall commence on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence shall commence on the date of filing these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of voting common stock with a par value of One Cent (\$.01) per share (the "Voting Common Shares"), and Five Hundred (500) shares of non-voting common stock with a par value of One Cent (\$.01) per share (the "Non-Voting Common Shares"). The Non-Voting Common Shares shall be distinguished from the Voting Common Shares only in that the Non-Voting Common Shares shall have no voting privileges or power. In all other instances, the Non-Voting Common

Shares shall have the same rights, privileges, and power as the Voting Common Shares. Without action by the shareholders, any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 3033-11 Monument Road, Jacksonville, Florida 32225. The name of the initial registered agent of this corporation at that address is Richard Alvarez. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

ADDRESS

Richard Alvarez

3033-11 Monument Road
Jacksonville, Florida 32225

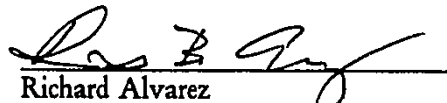
ARTICLE VII.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any

Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 3rd day of February, 1997.

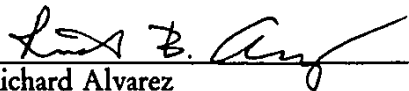

Richard Alvarez
Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
SURF N' JAVA, INC.**

FILED
97 FEB -5 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.901 and 607.0505, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Surf N' Java, Inc., a corporation organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 3033-11 Monument Road, Jacksonville, Florida 32225.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand at Jacksonville, Duval County, Florida, on this 3rd day of February, 1997.


Richard Alvarez
Registered Agent