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February 4, 1997

97 FEB 14 PM 12:18

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Of Counsel

SECRET
TALLAHASSEE, FLORIDA

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-02/14/97-01038-003
****122.50 ****122.50

State of Florida
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: The Daily Grind Coffee House, Inc.

Dear Sir:

Enclosed is the original and a copy of the Articles of Incorporation for The Daily Grind Coffee House, Inc. together with a Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served. Please file the original Articles with the Secretary of State immediately upon receipt and mail to me, by regular mail, the Secretary of State's Certificate of Incorporation and a certified copy of the Articles of Incorporation.

I am enclosing my firm's check in the amount of \$122.50 to cover costs of filing the Articles.

Thank you for your assistance in this regard.

Sincerely,

BRICKLEYER SMOLKER & BOLVES, P.A.

Brian A. Bolves

BAB\b
Enclosures

Dictated by Brian A. Bolves
but signed in his absence to avoid
delay in mailing.

ARTICLES OF INCORPORATION
OF
THE DAILY GRIND COFFEE HOUSE, INC.

FILED

97 FEB 14 PM 12:19

STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation, for the purpose of forming a corporation for profit, in accordance with Chapter 607, Florida Statutes, General Corporation Act of the State of Florida.

ARTICLE ONE

NAME OF CORPORATION

The name of this corporation is:

THE DAILY GRIND COFFEE HOUSE, INC.

ARTICLE TWO

PRINCIPAL OFFICE OF CORPORATION

The principal office of the corporation is located at 111 Second Avenue N.E., Unit 100, St. Petersburg, Florida 33701.

ARTICLE THREE

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue is 7500 shares, all of which shall be common shares with a par value of \$1.00.

ARTICLE FOUR

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida is 111 Second Avenue N.E., Unit 100, Petersburg, Florida 33701, and the initial Registered Agent is Robin H. Perozzi. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the corporation.

ARTICLE FIVE

NAMES AND ADDRESSES OF INCORPORATORS

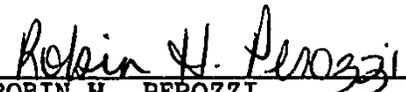
The names and street addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
HERBERT L. PEROZZI, JR.	111 Second Avenue N.E., Unit 100 St. Petersburg, FL 33701
ROBIN H. PEROZZI	111 Second Avenue N.E., Unit 100 St. Petersburg, FL 33701

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 11th day of February, 1997.



HERBERT L. PEROZZI, JR.



ROBIN H. PEROZZI

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, personally appeared Herbert L. Perozzi, Jr. and Robin H. Perozzi to me known and well known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State
above named this 11th day of February, 1997.

Donna Marmeni

Notary Public
State of Florida at Large

My commission expires:



FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

SEP 14 PM 12:19
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

THE DAILY GRIND COFFEE HOUSE, INC., desiring to be organized under the laws of the State of Florida with its principal place of business at City of St. Petersburg, County of Pinellas, State of Florida, has named Robin H. Perozzi located at 111 Second Avenue N.E., Unit 100, St. Petersburg, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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


ROBIN H. PEROZZI
Registered Agent

DATED: February 11, 1997.