



THE UNITED STATES
CORPORATION
COMPANY

P97000019432

ACCOUNT NO. : 072100000032

REFERENCE : 278694 165845A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 3, 1997

ORDER TIME : 10:40 AM

ORDER NO. : 278694-005

CUSTOMER NO: 165845A

CUSTOMER: Paul A. Koprowski, Cpa
PAUL A. KOPROWSKI, CPA

Suite 224
10031 Pines Boulevard
Pembroke Pines, FL 33024

600002102426--4
-03/03/97--01073--014
4122.50 *122.50

DOMESTIC FILING

NAME: WHOLE BEAN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

K.R. MAR - 3 1997

FILED
97 MAR -3 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Whole Bean, Inc.

ARTICLE I
NAME

The name of this corporation is Whole Bean, Inc.

ARTICLE II
DURATION AND COMMENCEMENT OF EXISTENCE

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

ARTICLE III
PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V
PRINCIPAL ADDRESS, INITIAL REGISTERED OFFICE AND AGENT

The principal office and mailing address of the initial office of this corporation is Whole Bean, Inc., 3725 S. Ocean Drive #503, Hollywood, Florida 33019. The name of the initial registered agent of this corporation is Paul A. Koprowski whose address is 10031 Pines Boulevard #224, Pembroke Pines, Florida 33024.

FILED
97 MAR -3 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Barry Hockenstein	3725 S. Ocean Drive #503 Hollywood, Florida 33019
John Parker	7501 Buchanan Street Hollywood, Florida 33024

ARTICLE VII
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Paul A. Koprowski	10031 Pines Boulevard #224 Pembroke Pines, Florida 33024


ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of February, 1997.



Paul A. Koprowski

STATE OF FLORIDA)
COUNTY OF BROWARD)

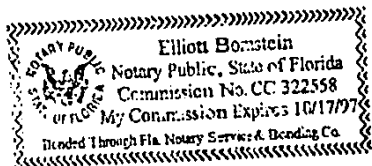
BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Paul A. Koprowski, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforementioned, this 28th day of February, 1997.



Notary Public, State of Florida

My commission expires:




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

In pursuance of Section 48.091 and Section 607.034 (3), Florida Statutes, the following is submitted in compliance with said Sections:

Whole Bean, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, in the City of Hollywood, County of Broward, State of Florida, has named Paul A. Koprowski, 10031 Pines Boulevard #224, Pembroke Pines, Florida 33024 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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



Paul A. Koprowski
Registered Agent

FILED
97 MAR -3 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA