

P97000036656

HANSON, PERRY & JENSEN, P.A.

15 SOUTH PALM CYPRESS AVENUE, SUITE 510
WEST PALM BEACH, FLORIDA 33411

JILL HANSON*
ANN H. PERRY
BONNI SPATARA JENSEN



TELEPHONE (561) 655-5840
FACSIMILE (561) 655-5920
BREVARD CO. (407) 668-7888

363 N. ATLANTIC AVENUE, SUITE 107
COCOA BEACH, FL 32931

REPLY TO: WEST PALM BEACH ADDRESS

April 21, 1997

*ALSO ADMITTED IN N.Y.

500002151705--2
-04/23/97--01054--005
*****70.00 *****70.00

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

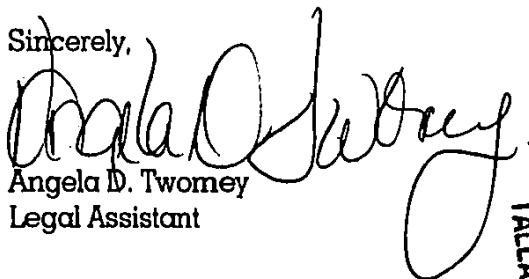
Re: Barista, Inc.

Dear Sir and/or Madam:

Enclosed please find our check in the amount of \$70.00 payable to the State of Florida along with Articles of Incorporation and Certificate Designating Registered Agent for the above captioned corporation.

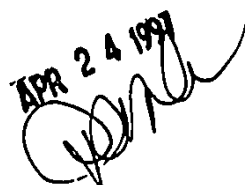
Please advise me if you require anything further.

Sincerely,


Angela D. Twomey
Legal Assistant

/adt
Enclosure
Copy to: Client
F:\CLIENT\MISC\BARISTA\STFLA1 WPD

FILED
97 APR 23 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 24 1997


ARTICLES OF INCORPORATION
OF
BARISTA, INC.
(A SUBCHAPTER "S" CORPORATION)

97 APR 23 AM 11:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Barista, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized to provide food services.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred twenty (120) shares of One Dollar (\$1.00) par value common stock which shall be designed as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Each of the following shall be the owner of twenty(20) shares of stock of this corporation:

James Spatara
Ann E. Spatara
Tracey L. Spatara
Julie A. Kavekos
Bonni S. Jensen
Steven L. Jensen

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office of this corporation is 7823 Manor Forest Boulevard, Boynton Beach, Florida 33462, and the name of the initial registered agent of this corporation is Bonni S. Jensen, at 105 South Narcissus Avenue, Suite 510 West Palm Beach, Florida 33401.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have six (6) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one (1) Director nor more than seven (7). The names and addresses of the initial Board of Directors of the corporation are:

James Spatara
167 Harbor Lakes Circle
West Palm Beach, Florida 33413

Ann E. Spatara
167 Harbor Lakes Circle
West Palm Beach, Florida 33413

Tracey L. Spatara
7823 Manor Forest Boulevard
Boynton Beach, Florida 33462

Julie Kavekos
Post Office Box 630
Lahaska, Pennsylvania 18931

Bonni S. Jensen
91 W. Plumosa Lane
Lake Worth, Florida 33467

Steven L. Jensen
91 W. Plumosa Lane
Lake Worth, Florida 33467

ARTICLE VIII - INCORPORATORS

The names and addresses of the Incorporators signing these Articles are:

Tracey L. Spatara
7823 Manor Forest Boulevard
Boynton Beach, Florida 33462

Bonni S. Jensen
91 W. Plumosa Lane
Lake Worth, Florida 33467

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 21st day of April, 1997.

Tracey L. Spataro
Bonni S. Jensen

STATE OF FLORIDA)

) SS:

COUNTY OF PALM BEACH)

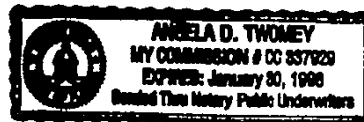
Subscribed and sworn before me by Tracey L. Spataro
and Bonni S. Jensen who are personally known to me and
has signed the foregoing document for the reasons stated therein.
Signed before me this the 21st day of April, 1997.

Angela D. Twomey
Notary Public, State of Florida

At Large.

ANGELA D. TWOMEY

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034,
Statutes, the following is submitted:

FIRST that BARISTA, INC., desiring to organize or qualify
under the laws of the State of Florida, with its principal place of
business at 7823 Manor Forest Boulevard, Boynton Beach, Florida
33462, has named Bonni S. Jensen, located at Hanson, Perry &
Jensen, P.A., 105 S. Narcissus Avenue, Suite 510, West Palm Beach,
Florida 33401, as its agent to accept service of process within
Florida.

Dated: 4-21-97

Bonni S. Jensen

Having been named to accept service of process for the above-
named corporation, at the place designated in this Certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper
performance of my duties.

Bonni S. Jensen
Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

Subscribed and sworn before me by Bonni S. Jensen
who is personally known to me and has signed the foregoing document
for the reasons stated therein on this, the 21st day of April, 1997.

Angela D. Twomey
Notary Public, State of Florida
At Large. **ANGELA D. TWOMEY**

