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KEITH KANOUSE P.A.

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS  
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FROM: KEITH J. KANOUSE, P.A.  
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NAME: B & W ESPRESSO PRODUCTS, INC.

AUDIT NUMBER.....H97000007706

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION**

**OF**

**B & W ESPRESSO PRODUCTS, INC.**

**Article I**

**Name**

The name of the corporation is B & W Espresso Products, Inc.

**Article II**

**Duration**

This corporation shall have perpetual existence.

**Article III**

**Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

Prepared By:  
Keith J. Kanouse, Esquire  
Keith J. Kanouse, P.A.  
2424 N. Federal Highway, Suite 353  
Boca Raton, FL 33431  
(361) 392-0001  
FL Bar #208213

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**Article IV**

**Address**

The principal place of business or mailing address of this corporation shall be:

1451 W. Cypress Creek Road, 209C  
Fort Lauderdale, FL 33304

**Article V**

**Capital Stock**

This corporation is authorized to issue 1,000 shares of \$1 par value stock.

**Article VI**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 2424 N. Federal Highway, Suite 353, Boca Raton, FL 33431, and the name of the initial registered agent of this corporation at the address is Keith J. Kanouse.

**Article VII**

**Initial Board of Directors**

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished by the Bylaws but will never be less than 1. The name and address of the initial directors of this corporation are:

Benjamin Carrus 9524 Boca River Circle, Boca Raton, FL 33434

Warren Riseley 1471 Inverrary Drive, 11-604, Fort Lauderdale, FL 33319

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### Article VIII

#### Incorporators

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

Keith J. Kanouse  
Keith J. Kanouse, P.A.  
2424 N. Federal Highway, Suite 353  
Boca Raton, FL 33431

### Article IX

#### Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

### Article X

#### Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act [currently, Subsections 607.0850(1) and (2) of the Florida Statutes], as the same may be amended from time to time, this corporation shall indemnify its officers and directors and may indemnify employees and agents, from and against any and all of the expenses and liabilities incurred in defending a civil or criminal proceeding or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings both as to action in their official capacity and as to action in another capacity while holding such office. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

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**Article XI**

**Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder(s) is subject to this revision.

**Article XII**

**Bylaws**

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 9<sup>th</sup> day of May 1997.

  
Keith J. Kanouse, Incorporator

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is B & W Espresso Products, Inc.
2. The name and address of the registered agent and office is:

Keith J. Kanouse  
Keith J. Kanouse, P.A.  
2424 N. Federal Highway, Suite 353  
Boca Raton, FL 33431

SIGNATURE:

TITLE:

DATE:

Incorporator

May 9, 1997

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

DATE:

May 9, 1997

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