

LARRY E. DENNEY  
ATTORNEY AT LAW  
Post Office Box 18604  
Panama City Beach, Florida 32417-8604  
Telephone: (904) 913-9070  
Facsimile: (904) 769-9037

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 MAY -9 AM 7:45

P97000042508 May 7, 1997

EFFECTIVE DATE

5-7-97

Florida Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, FL 32314

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-05/09/97--01050--005

\*\*\*\*122.50 \*\*\*\*122.50

Re: Cappuccino's of North Florida, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation and my trust check number 3001 in the amount of \$122.50 in payment of the filing fee.

Please return the certified copy of the Articles of Incorporation to:

Larry E. Denney  
Attorney at Law  
Post Office Box 18604  
Panama City Beach, Florida 32417-8604

Thank you for your assistance in this matter.

Sincerely,



Larry E. Denney  
Fla. Bar No. 087327

Enclosures

RP  
5 14-97

**ARTICLES OF INCORPORATION  
OF  
CAPPUCCINO'S OF NORTH FLORIDA, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATE

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The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I  
CORPORATE NAME**

EFFECTIVE DATE

5-7-97

The name of the corporation is Cappuccino's of North Florida, Inc.

**ARTICLE II  
CORPORATE ADDRESS**

The initial street and mailing address of the principle office of the corporation is:

493 Bechrich Road  
Panama City Beach, Florida 32407

**ARTICLE III  
DURATION**

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these articles and the period of duration of the corporation is perpetual.

**ARTICLE IV  
PURPOSE**

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V  
CAPITAL STOCK**

Section 5.1 Authorized Capital. The maximum number of shares that the corporation shall have the authority to issue is ten thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

Section 5.2 Restrictions on Transfer of Stock. The shareholders may by agreement or bylaw provision impose such restrictions on the sale, transfer or encumbrance of the stock of the corporation as is deemed necessary.

Section 5.3 Preemptive Rights. The shareholders of the common stock of the corporation shall have preemptive rights to purchase, at prices, terms and conditions fixed by the shareholders, unissued or treasury shares and such of the stock of the corporation as may

be issued for money, or any property or services, from time to time, in addition to that stock authorized and issued shares of common stock held by the shareholder to all shares of common stock currently authorized and issued.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT

The street address of its principal and initial registered office is 211 Marlin Circle, Panama City Beach, Florida 32408 and the name of its initial registered agent at said address is Eileen K. Wohlbruck.

ARTICLE VII  
DIRECTORS

Section 7.1 Number. The corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws adopted by the shareholders.

Section 7.2 Initial Directors. The names and street addresses of the initial members of the Board of Directors of the corporation are:

Daniel R. Wohlbruck	211 Marlin Circle Panama City Beach, Florida 32408
Eileen K. Wohlbruck	211 Marlin Circle Panama City Beach, Florida 32408
Michael A. Bingaman	16238 East Lullwater Panama City Beach, Florida 32413
Allison M. Wohlbruck	2291 Beachwood Drive Columbus, Georgia 31909

Section 7.2 Compensation. The Board of Directors is specifically authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 7.3 Indemnification. The corporation shall indemnify its directors and officers to the full extent permitted by applicable law.

ARTICLE VIII  
CORPORATE POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by or under the direction of the corporate officers with or without a Board of Directors.

ARTICLE IX  
INCORPORATOR

The name and address of the incorporator are:

Daniel R. Wohlbruck      211 Marlin Circle  
Panama City Beach, Florida 32408

ARTICLE X  
AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation by adding, deleting or changing any provision and any right conferred upon the shareholders, directors or officers.

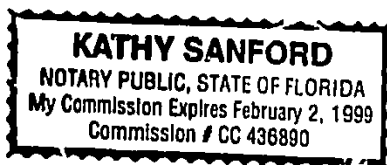
IN WITNESS WHEREOF, the incorporator has executed these Articles of  
Incorporation on this 7<sup>th</sup> day of May, 1997.

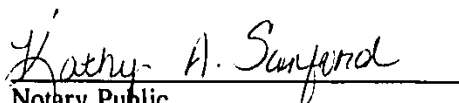
  
Daniel R. Wohlbruck

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE me the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Daniel R. Wohlbruck, who is personally known to me to be the person who executed the foregoing, and acknowledge that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 7<sup>th</sup> day of May, 1997.



  
Kathy A. Sanford  
Notary Public  
My commission expires:

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, related to keeping said office open.

Eileen K. Wohlbruck 5/7/97  
Eileen K. Wohlbruck Date

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -9 AM 7:46