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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 395077 5236A

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 122.50

ORDER DATE : May 16, 1997

ORDER TIME : 11:49 AM

ORDER NO. : 395077-005

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CUSTOMER NO: 5236A

CUSTOMER: Robert A. Dittman, Esq.
SPINNER DITTMAN FEDERSPIEL
& DOWLING

501 East Atlantic Avenue
Delray Beach, FL 33483

DOMESTIC FILING

NAME: ARTIE'S COFFEE SHOP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY *** PLEASE RETURN 1 CERTIFIED AND ***
XX PLAIN STAMPED COPY *** 2 STAMPED COPIES / THANKS ***
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

JS/16/97
RECEIVED
MAY 16 PM 1:06
97

FILED
DIV. SECRETARY OF STATE
CORPORATION DIVISION

**ARTICLES OF INCORPORATION
OF
ARTIE'S COFFEE SHOP, INC.**

ARTICLE 1

The name of this corporation is *ARTIE'S COFFEE SHOP, INC.*

ARTICLE 2

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

ARTICLE 3

This corporation is organized for the following purposes and shall have the following powers:

1. To engage generally in the business of a coffee shop, restaurant and/or delicatessen, and, in connection therewith, the corporation may perform all acts and have all powers necessary, incident, or convenient thereto.
2. To engage in any other activity or business permitted under the laws of the United States and of the State of Florida, and to have all powers permitted by Chapter 607, Florida Statutes.
3. Each purpose specified in any clause or paragraph contained in this article shall be deemed to be independent of all other purposes herein specified and shall not be limited or restricted by reference to or in inference from the terms of any other clause or paragraph of these Articles of Incorporation.

The corporation reserves the right at any time and from time to time to change substantially its purposes in the manner now or hereafter permitted by statute. Any change of the purposes of the corporation which is authorized by the holders of shares entitling them to exercise the proportion of the voting power of the corporation now or hereafter required by statute, shall be binding and conclusive upon every Shareholder of the corporation as fully as if such Shareholder had voted therefor. No Shareholder, notwithstanding that he may have objected thereto in writing, shall be entitled to payment of the fair cash value of his share.

ARTICLE 4

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share.

The rights relative to the shares of common stock shall be as follows:

1. Voting Rights:

Every share of common stock shall be entitled to vote on all general matters submitted to the vote of the Shareholders and in the election of Directors.

2. Dividend Rights:

Every share of common stock shall be entitled to such dividends, in cash or in kind, as may be declared, from time to time, by the Board of Directors, out of funds legally available for such purpose.

3. Preemptive Rights:

Every Shareholder, upon the sale for cash of any unissued shares of stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her prorata share of unissued shares at the price at which it is offered to others.

4. Liquidation Rights:

In the event of liquidation or dissolution of the corporation, every share of common stock shall participate prorata, in the assets of the corporation available for distribution, whether such liquidation or dissolution is voluntary or involuntary.

ARTICLE 5

Every Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE 6

The initial principal office or mailing address of the corporation shall be 600 N. Congress Avenue, Suite 230, Delray Beach, FL 33433, the street address of the initial registered office of the corporation is 600 N. Congress Avenue, Suite 230, Delray Beach, FL 33433, and the name of the initial registered agent of the corporation is ARTHUR EHRENZWEIG.

ARTICLE 7

Management of this corporation shall be by the Board of Directors which shall consist, initially, of one Director. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial Director of this corporation is:

ARTHUR EHRENZWEIG
648 Sun Ray Court
Boynton Beach, FL 33436

The initial Director of this corporation shall hold office for the first year of existence of the corporation or until his successors are elected, whichever occurs first.

ARTICLE 8

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

ARTHUR EHRENZWEIG
648 Sun Ray Court
Boynton Beach, FL 33436

ARTICLE 9

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the Shareholders, with the act of the Shareholders to control over any inconsistent act of the Directors.

ARTICLE 10

The Shareholders of this corporation shall not be entitled to remove any Director from office during his term without cause therefor.

ARTICLE 11

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE 12

These Articles of Incorporation and/or any amendment hereto may be amended in whole or part in the manner specified by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of May, 1997.



ARTHUR EHRENZWEIG

STATE OF FLORIDA
COUNTY OF PALM BEACH

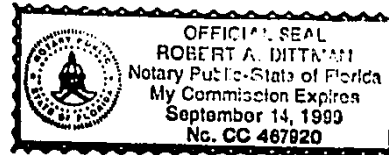
SWORN TO, SUBSCRIBED, AND ACKNOWLEDGED before me this 14th day of May, 1997, by ARTHUR EHRENZWEIG, who is personally known to me.



~(Print Name)

Notary Public
Commission No.:
My commission expires:

[SEAL]



FILED
CLERK OF THE STATE
OF FLORIDA

**CERTIFICATE OF
DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT FOR SERVICE OF PROCESS
OF
ARTIE'S COFFEE SHOP, INC.**

Pursuant to Chapters 607 and 48, Florida Statutes, the undersigned Incorporator of ARTIE'S COFFEE SHOP, INC., hereby certifies as follows:

1. That the registered office of such corporation shall be and same is located at 600 N. Congress Avenue, Suite 230, Delray Beach, FL 33433.
2. That the Registered Agent for service of process of such corporation shall be and same is ARTHUR EHRENZWEIG.



ARTHUR EHRENZWEIG
Incorporator

ACKNOWLEDGMENT

Having been named Registered Agent for service of process of the above stated corporation, at the place designated in this Certificate, I hereby accept such appointment, acknowledge that I am familiar with and accept the obligations of that position, and agree to comply with all provisions of law relative to keeping open said office.


By: 

ARTIE EHRENZWEIG
Registered Agent

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

THE FOREGOING INSTRUMENT was sworn to, subscribed and acknowledged before me this 14 day of May, 1997, by ARTIE EHRENZWEIG, who is personally known to me.

[SEAL]



(Print Name)
Notary Public
Commission No.:
My commission expires:

