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ANDREW G. KOLONDRAS, P.A.

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LICENSED IN FLORIDA
AND NEW JERSEY

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June 3, 1997

Department Of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Filing Articles of Incorporation for PARIS COFFEE & ESPRESSO, INC.

Dear Sir or Madam:


Enclosed please find the original and one copy of the Articles of Incorporation and Designation and Acceptance of Registered Agent for PARIS COFFEE & ESPRESSO, INC., and check No. ~~902~~ in the amount of \$70.00 to cover the cost of filing the same.

1396

Please return a copy of the recorded documents. Thank you.

Sincerely,

Andrew G. Kolondra, P.A.


Andrew G. Kolondra
for the firm

AGK/agk

AL JUN - 9 1997

FILED
97 JUN - 6 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 JUN -6 AM 8:45

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
PARIS COFFEE & ESPRESSO, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: PARIS COFFEE & ESPRESSO, INC.

ARTICLE II PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

210 University Drive, Suite 402
Coral Springs, Florida 33071

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Robert M. Paris
210 University Drive, Suite 402
Coral Springs, Florida 33071

ARTICLE V PURPOSE

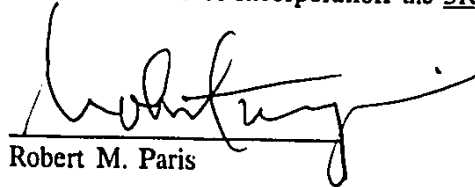
The corporation may engage in or transact any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLES VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Robert M. Paris
210 University Drive, Suite 402
Coral Springs, Florida 33071

The undersigned incorporators have executed these Articles of Incorporation the 3rd day of June, 1997.


Robert M. Paris

FILED

97 JUN -6 AM 8:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

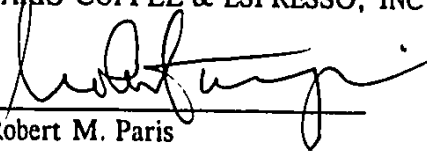
Pursuant to the provisions of sections 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation shall be: PARIS COFFEE & ESPRESSO, INC.
2. The name and address of the initial registered agent is:

Robert M. Paris
210 University Drive, Suite 402
Coral Springs, Florida 33071

Having been named as registered agent and 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 positions as registered agent.

PARIS COFFEE & ESPRESSO, INC.


Robert M. Paris