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ORDER DATE : June 12, 1997

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ORDER NO. : 425743-005

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CUSTOMER NO: 148198A

CUSTOMER: David J. Sockol, Esq  
SOCKOL & ASSOCIATES, P.A.

Plaza Tower, Suite 1406  
111 Second Avenue Northeast  
Saint Petersburg, FL 33701

DOMESTIC FILING

NAME: COFFE & CREAM, INC.

EFFECTIVE DATE: JUNE 10, 1997

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

FILED  
97 JUN 12 PM 12:00  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JUN 12 AM 10:38  
DIVISION OF CORPORATION

84 JUN 12 1997

EFFECTIVE DATE  
6/10/97

ARTICLES OF INCORPORATION  
OF  
COFFEE & CREAM, INC.

FILED  
97 JUN 12 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.  
NAME

The name of this corporation is COFFEE & CREAM, INC.

ARTICLE II.  
PRINCIPAL OFFICE

The street address of the principal office of this corporation and the mailing address of this corporation is 10457 U.S. Highway 19, Port Richey, Florida 34668.

ARTICLE III.  
DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of June 10, 1997.

ARTICLE IV.  
PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.  
CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VI.**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Lou Chianese, 10457 U.S. Highway 19, Port Richey, Florida 34668.

**ARTICLE VII.**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is Malia Chianese, 434 Fernhill Avenue, Pittsburgh, Pennsylvania 15226.

**ARTICLE VIII.**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are David J. Sockol, Esquire, 111 Second Avenue NE., Suite 1406, St. Petersburg, Florida 33701.

**ARTICLE IX.**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE X.**

**BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE XI.**

**INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

**ARTICLE XII.**

**PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares she holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price,

terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE XIII.**  
**CUMULATIVE VOTING**

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of

Incorporation this 11 day of June, 1997.

  
\_\_\_\_\_  
David J. Sockol, Esquire

INCORPORATOR

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**  
**ACKNOWLEDGMENT OF REGISTERED AGENT**

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Dated this 31<sup>st</sup> day of May, 1997.

Louis C. Chianese  
Lou Chianese

FILED  
97 JUN 12 PM 12:00  
SECRET  
TALLAHASSEE, FLORIDA