97 JUL 25 All 9:30

TALLAHASSEL FLORIDA

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

SUBJECT: Classic Coffee Roastely, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee

\$78.75 Filing Fee

& Certificate

\$122.50

Filing Fee

& Certified Copy

\$131.25

Filing Fee, Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

FROM: <u>Classic Coffee</u> Roastery, Inc.

3959 VAN Dyke Road - Suite 294

Lutz, Fl 33549

1-888- 395-9299 Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED

ARTICLES OF INCORPORATION

97 JUL 25 131 9:30

Business Corporation Act, hereby adopts the following Articles of Incorporation. TALLAHAULEE LORIDA
ARTICLE I NAME The name of the corporation shall be: Classic Coffee Poastery, INC.
ARTICLE II PRINCIPAL OFFICE The principal place of business and mailing address of this corporation shall be:
3959 Van Dike Road, Suite 294 Lutz, Fl 33549
ARTICLE III SHARES The number of shares of stock that this corporation is authorized to have outstanding at any one time is: / UO ()
ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS The name and Florida street address of the initial registered agent are: Maureen E. Tedesco 3959 Van Dyke Road, Suite 294 - Lutz, Fl ARTICLE V. INCORPORATOR 33549
ARTICLE V INCORPORATOR The name and address of the incorporator to these Articles of Incorporation are:
Judy E. Morris 3959 Van DykeRoad - Suite 294 - Lutz, Fl 33549
Signature/Incorporator 7/31/97 Date

(An additional article must be added if an effective date is requested.)

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 position as registered agent

Signature/Registered Agent

Date

99700006524



ACCOUNT NO. : 072100000032

REFERENCE: 475497 7133302

AUTHORIZATION :

ORDER DATE : July 25, 1997

ORDER TIME : 8:48 AM

ORDER NO. : 475497-005

200002248572--4

CUSTOMER NO:

7133302

CUSTOMER: Mr. Richard L. Kennedy

MR. RICHARD L. KENNEDY

4874 Regal Drive

Bonita Springs, FL 34134

DOMESTIC FILING

NAME:

CLOUD 9, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

(N97-17062



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 28, 1997

CSC NETWORKS 1201 HAYS ST. TALLAHASSEE, FL 32301-2607

SUBJECT: CLOUD 9, INC. Ref. Number: W97000017262

RESUBMIT

Please give original submission date as file date.

We have received your document for CLOUD 9, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng Document Specialist

Letter Number: 197A00037879

ARTICLES OF INCORPORATION

OF

CLOUD 9 MATERNITY, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CLOUD 9 MATERNITY, INC.

The address of the principal office of this corporation shall be 4874 Regal Drive, Bonita Springs, Florida 34134, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Richard L. Kennedy Dir.

4874 Regal Drive

Bonita Springs, Florida 34134

Darcy D. Kennedy

4874 Regal Drive

Dir.

Bonita Springs, Florida 34134

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc. 1201 Hays Street Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on July 28, 1997.

It's Agent, Deborah'D. Skipper Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

It's Agent, Deborah D. Skipper
Authorized Service Representative
Corporation Service Company

TAP/RWW