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LAW OFFICE OF  
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PROFESSIONAL ASSOCIATION  
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DOUGLAS JOVANOVIĆ, J.D. LL.M.  
MASTER OF LAWS  
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TRANSNATIONAL PRACTICE

TELEPHONE (954) 522-0066  
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August 8, 1997

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

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-08/15/97--01096--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: ARTICLES OF INCORPORATION


To Whom it May Concern:

Enclosed herewith please find Articles of Incorporation for  
POWERLINE COFFEEHOUSE, INC.

Also enclosed please find my firm's check in the amount of  
\$70.00 representing the \$35.00 filing fee and the \$35.00 Registered  
Agent Designation fee.

Please file the enclosed Articles of Incorporation and return  
receipt of same to me at your earliest convenience. Thank you in  
advance for your attention to this matter.

Very truly yours,

  
Douglas Jovanovic

DJ/mhj

Enclosures

WP51\Depstate.lct

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG 15 AM 8:53

8-18-97  
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ARTICLES OF INCORPORATION

OF

POWERLINE COFFEEHOUSE, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract hereby form a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

POWERLINE COFFEEHOUSE, INC.

ARTICLE II

The general nature of the business to be transacted by this Corporation is: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Thousand (1,000) Shares of common stock, having no par value.

ARTICLE IV

The amount of capital with which this Corporation will begin business is One Thousand (\$1,000.00) Dollars.

ARTICLE V

The initial post office address of the principal office of this Corporation in the State of Florida is:

4052 N.W. Powerline Road  
Oakland Park, FL 33309

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ARTICLE VI

The initial registered Resident Agent for the Corporation and the initial address of the registered Resident Agent is:

THOMAS VONBACHNER  
4052 N.W. Powerline Road  
Oakland Park, FL 33309

ARTICLE VII

The stockholders may from time to time move the principal office of this corporation to any other address in Florida.

ARTICLE VIII

This corporation shall have one (1) director, but the number of directors may be increased from time to time, by By-Laws adopted by the stockholders but shall not be less than one (1).

ARTICLE IX

The name and post office address of the initial Director and Officer is:

| <u>NAME</u>       | <u>ADDRESS</u>                                    | <u>OFFICE</u>      |
|-------------------|---|--------------------|
| THOMAS VONBACHNER | 4052 N.W. Powerline Rd.<br>Oakland Park, FL 33309 | President/Director |

ARTICLE X

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting, by a majority of the stock entitled to vote thereon.

ARTICLE XI

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

THOMAS VONBACHNER  
4052 N.W. Powerline Road  
Oakland Park, FL 33309

  
THOMAS VONBACHNER

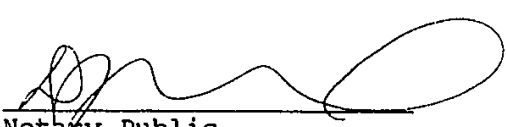
STATE OF FLORIDA )

SS

COUNTY OF BROWARD )

THE FOREGOING INSTRUMENT, was acknowledged before me by THOMAS  
VONBACHNER, who is personally known to me or who has produced his  
driver's license as identification and who did take an oath.

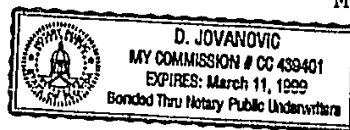
WITNESS my hand and official seal in the County and State last  
aforesaid this 8 day of August, 1997.

  
Notary Public

Typed Name: \_\_\_\_\_

Commission No. \_\_\_\_\_


My Commission Expires: \_\_\_\_\_




CERTIFICATE DESIGNATING PLACE OF BUSINESS OF  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, OF THE FLORIDA STATUTES THE  
FOLLOWING IS SUBMITTED:

FIRST - That POWERLINE COFFEEHOUSE, INC. desiring to organize  
or qualify under the laws of the State of Florida, with its  
principal place of business at CITY OF OAKLAND PARK, STATE OF  
FLORIDA, has named THOMAS VONBACHNER, who is located at 4052 N.W.  
Powerline Road, City of Oakland Park (33309) State of Florida, as  
its agent to accept service of process within Florida.

  
THOMAS VONBACHNER, its President  
Date: August 8, 1997

Having been named to accept service of process for the above  
stated Corporation, at the place designated in this Certificate, I  
HEREBY AGREE to act in this capacity, and I FURTHER AGREE to comply  
with the provisions of all Statutes relative to the proper and  
complete performance of my duties.

  
THOMAS VONBACHNER  
Registered Agent  
Date: August 8, 1997