P97000071800

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 501400 80874A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 122.50

ORDER DATE : August 19, 1997

ORDER TIME : 11:02 AM

ORDER NO. : 501400-005

700002271327--8

CUSTOMER NO: 80874A

CUSTOMER: Ms. Elysa Morris
DANNHEISSER & WALLACE, P.A.

Suite 302
1819 Main Street
Sarasota, FL 34236

FILED
97 AUG 19 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: THE COFFEEEE CLUB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: ____

RECEIVED
97 AUG 19 PM 12:13
DIVISION OF CORPORATION

SN AUG 19 1997

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FILED
97 AUG 19 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE COFFEEEE CLUB, INC.

The undersigned, for the purposes of forming a corporation, under the FLORIDA BUSINESS ACT, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is THE COFFEEEE CLUB, INC. The mailing address of the corporation is 1831 Bayonne Street, Sarasota, Florida 34231. The principal place of business is 1831 Bayonne Street, Sarasota, Florida 34231.

ARTICLE II
DURATION

The duration of the corporation is perpetual.

ARTICLE III
PURPOSE

The general purposes for which the corporation is organized are the following:

a. To engage in and transact any lawful business for which corporations may be incorporated under the FLORIDA GENERAL CORPORATION ACT. No other purpose limits this general purpose in any way.

b. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV
SHARES

The aggregate number of shares which this corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of $1.00 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1819 Main Street, Suite 302, Sarasota, Florida 34236, and the name of the initial Registered Agent at that address is Jaime L. Wallace.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Director is one. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. The name and address of the initial director of the corporation is as follows:

Name	Address
Ronald L. Rademacher	1831 Bayonne Street, Sarasota, FL 34231

ARTICLE VII

INCORPORATOR

The name and address of each incorporator is as follows: Ronald L. Rademacher, 1831 Bayonne Street, Sarasota, Florida 34231.

ARTICLE VIII
AMENDMENT

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

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he is or was the director, officer, employee or agent of the corporation or serves or served any other enterprise at the request of the corporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 18th day of August, 1997.

Ronald L. Rademacher
RONALD L. RADEMACHER

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on August 18, 1997, by RON RADEMACHER, who is personally known to me ~~or who has produced~~ ______________ as identification and who did (~~did not~~) take an oath.

NOTARY PUBLIC STATE OF FLORIDA
ELYSA MORRIS
My Commission CC524085
Expires Jan. 15, 2000

Elysa Morris
Name Elysa Morris
Notary Public
My Commission Expires:

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statues 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.

Jack L. Walla

Date: 8/18, 1997

FILED
97 AUG 19 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA