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FILED

97 AUG 29 PM 2:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUGUST 25, 1997

DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

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***122.50 ***122.50

DEAR SIRs;

ENCLOSED ARE TWO (2) COPIES OF THE ARTICLES OF
INCORPORATION OF SUTHERLAND CAFE & COFFEE CO. INC. AND THE
APPOINTMENT OF A REGISTERED AGENT FOR FILING PURPOSES.

ALSO ENCLOSED IS A CHECK FOR \$122.50 TO COVER CHARTER
TAX, FILING FEES, REGISTERED AGENT FILING FEE, AND COST OF
A CERTIFIED COPY OF THE ARTICLES.

PLEASE SEND A CERTIFIED COPY TO ME.

THANK YOU FOR YOUR PROMPT ATTENTION TO THIS MATTER.

SINCERELY YOURS,


DONALD CALHOUN

SUTHERLAND CAFE & COFFEE CO. INC.
1026 FLORIDA AVENUE
PALM HARBOR, FLORIDA 34683

PH
9/2/97

ARTICLES OF INCORPORATION
OF
SUTHERLAND CAFE & COFFEE CO. INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS SUTHERLAND CAFE & COFFEE CO. INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION WILL BE 1026 FLORIDA AVENUE, PALM HARBOR, FLORIDA 34683.

ARTICLE III. DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY COMMENCING ON THE DATE OF FILING OF THESE ARTICLES.

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS.

ARTICLE V. CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 COMMON SHARES OF \$1.00 PAR VALUE.

ARTICLE VI. PREEMPTIVE RIGHTS GRANTED

EVERY SHAREHOLDER, UPON SALE FOR CASH BY THIS

CORPORATION OF ANY NEW CAPITAL STOCK OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE HIS OR HER PRO RATE SHARE THERE OF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES).

ARTICLE VII. REGISTERED AGENT AND OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS 265 ALT. 19, PALM HARBOR, FLORIDA 34683. THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS DONALD CALHOUN.

ARTICLE VIII. DIRECTORS

THE BOARD OF DIRECTORS SHALL CONSIST OF TWO MEMBERS. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BUT SHALL NEVER BE LESS THAN (1). THE NAME AND ADDRESS OF EACH MEMBER OF THE BOARD OF DIRECTORS ARE:

KATE M. CALHOUN
265 ALT. 19
PALM HARBOR FL 34683

DONALD CALHOUN
265 ALT. 19
PALM HARBOR FL 34683

ARTICLE IX. CUMULATIVE VOTING

AT THE ELECTION FOR DIRECTORS, EVERY SHAREHOLDER ENTITLED TO VOTE IN THE ELECTION SHALL HAVE THE RIGHT TO CUMULATE HIS VOTES BY GIVING ONE CANDIDATE AS MANY VOTES AS THE NUMBER OF DIRECTORS TO BE ELECTED AT THE TIME MULTIPLIED BY THE NUMBER OF HIS OR HER SHARES OR BY DISTRIBUTING THE VOTES ON THE SAME PRINCIPAL AMONG ANY NUMBER OF CANDIDATES.

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

SHARES HELD OR ACQUIRED BY THE CORPORATION MAY NOT BE RESOLD OR OTHER PERSONS UNLESS FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE

AND TERMS ARE WHICH, AND THE TIME WITHIN WHICH THOSE SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL THE SHAREHOLDERS AND THIS CORPORATION.

ARTICLE XI. INCORPORATION

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS:

DONALD CALHOUN
265 ALT. 19
PALM HARBOR, FL 34683

ARTICLE XII. INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER OR ANY FORMER OFFICER TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XIII. AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 25TH DAY OF AUGUST 1997.


DONALD CALHOUN

STATE OF FLORIDA

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COUNTY OF PINELLAS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, a Notary Public authorized to take acknowledgements in Pinellas County, Florida, personally appeared DONALD CALHOUN known to me and known to by me to be the person described in and who executed and acknowledged execution of the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and stamp in Pinellas County, Florida on this 25TH day of AUGUST 1997.

Margaret L. Koski
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

I hereby agree as registered agent to accept service of process for the above named corporation and to comply with the applicable provisions of Florida law relative to office hours and the posting of registered agent names.

Donald Calhoun
REGISTERED AGENT
DONALD CALHOUN

