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WHEELER, HACKNEY & MILLER, P.A.

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PRACTICE LIMITED TO WEALTHCARESM

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DONALD W. MILLER
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ALSO ADMITTED:
NEW JERSEY

OF COUNSEL
RICHARD C. JANS, P.A.

PLEASE RESPOND TO:

□ PALM BEACH OFFICE:
ADMIRALTY OFFICE TOWER TWO
4400 PGA BOULEVARD, SUITE 505
PALM BEACH GARDENS, FL 33410
(361) 627-0677
FAX: (361) 625-4665

✓ WINTER PARK OFFICE:
1155 LOUISIANA AVENUE, SUITE 100
WINTER PARK, FL 32789
(407) 645-1779
FAX: (407) 740-5691

September 26, 1997

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

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-09/30/97--01007--007
*****70.00 *****70.00

Re: Coffee Locations, Inc.

Dear Sir or Madam:


Enclosed please find the original and one copy of the Articles of Incorporation and the Designation and Acceptance of Registered Agent for the above referenced for filing with the Florida Secretary of State. Please return the file stamped copy in the envelope provided.

Also enclosed is my firm check #2334 in the amount of \$70.00 to cover the filing fees.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

WHEELER, HACKNEY & MILLER, P.A.


Vickie L. Parker
Legal Assistant to
Robert C. Hackney, Esq.

/vlp
Enclosures

97 SEP 30 PM 3:26

RP
10-1-97

ARTICLES OF INCORPORATION
OF
COFFEE LOCATIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 30 PM 3:26

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation shall be:
COFFEE LOCATIONS, INC.

ARTICLE II
DURATION

The Corporation shall exist perpetually until dissolved according to law.

ARTICLE III
NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV
AUTHORIZED SHARES

The total number of shares of all classes which the Corporation shall have authority to issue is Two Hundred Thousand (200,000.00) shares, of which One Hundred Thousand (100,000.00) shares, \$0.01 par value, shall be a class designated "Class A Common" and One Hundred Thousand (100,000.00) shares, \$0.01 par value, shall be a class designated "Class B Common." All of the rights of the classes shall be the same except that Class B Common shall have no voting rights.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

Wheeler, Hackney & Miller, PA
Suite 100
1155 Louisiana Avenue
Winter Park, FL 32789

The name of the initial registered agent of this Corporation

at that address shall be:

ROBERT C. HACKNEY

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII
DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
ABRAHAM COFNAS	1177 Louisiana Ave., Suite 202 Winter Park, FL 32789
KEITH G. THEODORSON	1177 Louisiana Ave., Suite 202 Winter Park, FL 32789

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing

these Articles of Incorporation is as follows:

ABRAHAM COFNAS
Suite 202
1177 Louisiana Avenue
Winter Park, FL 32789

ARTICLE IX
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at:

Suite 202
1177 Louisiana Avenue
Winter Park, FL 32789

The mailing address of the corporation is:

Suite 202
1177 Louisiana Avenue
Winter Park, FL 32789

ARTICLE IX
SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

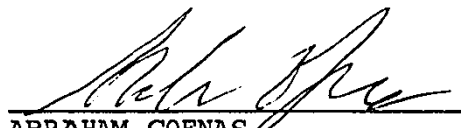
1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new cer-

tificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Park, Florida, for the uses and purposes aforesaid, this 22nd day of September, 1997.


ABRAHAM COFNAS
Incorporator

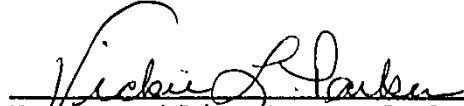
STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared ABRAHAM COFNAS, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Winter Park, Florida this 22nd day of September, 1997.



VICKIE L. PARKER
My Commission CC528485
Expires Mar. 17, 2000


Notary Public, State of Florida
at Large

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT
COFFEE LOCATIONS, INC.

Pursuant to Florida Statute, COFFEE LOCATIONS, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at Orange County, Florida, has named ROBERT C. HACKNEY located thereat as its registered agent to accept service of process within this state.

By: 
ABRAHAM COFNAS Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
ROBERT C. HACKNEY
Registered Agent