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TRANSMITTAL LETTER

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

900002327519--2
-10/23/97--01007--008
*****78.75 *****78.75

SUBJECT: SOUTH BEACH COFFEE MERCHANTS, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 78.75.

FROM:

MR. HAGAI GRINGARTEN
Name
600 N.E. 36 STREET, #1718
Address
MIAMI, FLORIDA 33137
City, State, & Zip
(305) 576-9696
Telephone Number

FILED
97 OCT 23 AM 10:08
TALLAHASSEE, FLORIDA

Note: Additional copy of articles is needed only when certified copy is requested.

-nc 11/24/97

ARTICLES OF INCORPORATION

OF

SOUTH BEACH COFFEE MERCHANTS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

SOUTH BEACH COFFEE MERCHANTS, INC.

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97 OCT 23 AM 10:08
TALLAHASSEE, FL 32304

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

600 N.E. 36 STREET, #1718
MIAMI, FLA. 33137

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 (TEN THOUSANDS)

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

HAGAI GRINGARTEN
600 N.E. 36 STREET, #1718
MIAMI, FLA. 33137

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

MR. HAGAI GRINGARTEN
600 N.E. 36 STREET #1718
MIAMI, FLA. 33137

DR. LAWRENCE GOLDBERG
41830 SAN AMARO DRIVE
CORAL GABLES, FLA. 33146

The undersigned has(have) executed these Articles of Incorporation this

21 day of OCTOBER, 1997.

 CEO
Signature/Title

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: _____
SOUTH BEACH COFFEE MERCHANTS, INC.

2. The name and address of the registered agent and office is:

HAGAI GRINGARTEN
(NAME)

600 N.E. 36 STREET, #1718
(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLA. 33137
(CITY/STATE/ZIP)

SIGNATURE [Signature]
(Corporate Officer)
TITLE CEO, PRESIDENT
DATE 10.21.97

FILED
97 OCT 23 AM 10:08
TALLAHASSEE, FLORIDA

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 [Signature]
DATE 10.21.97