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November 18, 1997

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Cozy Lady Tea Room, Inc.

Gentlemen:

Enclosed for filing are the original and one copy of the Articles of Incorporation, and Designation of Registered Agent/Registered Office of Cozy Lady Tea Room, Inc.

Also enclosed is a check in the amount of \$122.50 in payment of the following costs:

Filing Fee	\$35.00
Designation of Registered Agent	35.00
Certified Copy of Articles of Incorporation	<u>52.50</u>

TOTAL: \$122.50

Please file these Articles of Incorporation, certify the enclosed copy and return same to me at this office.

Thank you for your assistance.

Sincerely,



Samuel E. Duke

SD/jes
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9N 11-24-97

ARTICLES OF INCORPORATION

OF

COZY LADY TEA ROOM, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation is COZY LADY TEA ROOM, INC.

ARTICLE II.

The street address of the initial principal office of the corporation is 251 E. Park Avenue, Lake Wales, Florida 33853.

ARTICLE III.

The duration of the corporation shall be perpetual.

ARTICLE IV.

The general purposes for which the corporation is organized are:

1. To engage in the dispensing of food and beverages, operating as a tea room or restaurant, and generally to purchase or otherwise acquire restaurants, and to own, hold, lease, rent, or sell such business or businesses.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE V.

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares of common stock. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share. Said stock shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE VI.

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to

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TALLAHASSEE, FLORIDA

purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of the corporation is 251 E. Park Avenue, Lake Wales, Florida 33853, and the name of the initial registered agent of the corporation at such address is Noel E. Collier.

ARTICLE VIII

This corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Yvonne E. Davila	251 E. Park Avenue Lake Wales, FL 33853
Noel E. Collier	503 Walter Avenue Frostproof, FL 33843

ARTICLE IX

The name and address of the person signing these Articles of Incorporation is Noel E. Collier, 503 Walter Avenue, Frostproof, FL 33843.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of November, 1997.

Witnesses:

Ann M. Duke
Judith E. Stenger

Noel E. Collier
NOEL E. COLLIER

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned Notary Public, personally appeared NOEL E. COLLIER, who is personally known to me, and who is known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation freely and voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my signature and affixed my official seal in the state and county aforesaid, this 17th day of November, 1997.



JUDITH E. STENGER
MY COMMISSION # CC430581 EXPIRES
February 12, 1999
REPRODUCED FROM A 1997 FARM INSURANCE, INC.

Judith E. Stenger
JUDITH E. STENGER
Notary Public, State of Florida

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT REGISTERED OFFICE

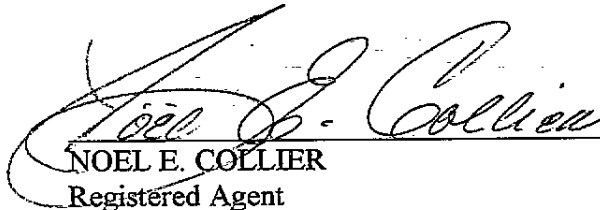
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is COZY LADY TEA ROOM, INC.
2. The name and address of the registered agent and office is:

NOEL E. COLLIER
251 E. Park Avenue
Lake Wales, FL 33853

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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.


NOEL E. COLLIER
Registered Agent