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JAMES L. CLARK, P.A.

ATTORNEY & COUNSELOR AT LAW

TELEPHONE (813) 874-7020

201 NORTH MACDILL AVENUE
TAMPA, FLORIDA 33609

FACSIMILE (813) 872-9219

February 11, 1998

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

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****122.50 ****122.50

RE: CAFFEINE QUEEN, INC.

Dear Sirs:

Enclosed please find the Articles of Incorporation for the above referenced new corporation and our check in the amount of \$122.50 representing the required filing fee for same.

Also enclosed is a copy of the Articles for conforming and returning in the self addressed, stamped envelope, provided for your convenience.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

Cheryl A. Pereira

Cheryl A. Pereira, Legal Asst. to
James L. Clark, Esq.

encs.

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98 FEB 17 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK 2-18-98

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation is CAFFEINE QUEEN, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purposes of conducting any and all lawful business enterprises under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of stock having no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

201 North MacDill Avenue
Tampa, FL 33609

and the name of the initial registered agent of this corporation at that address is JAMES L. CLARK.

ARTICLE V - BOARD OF DIRECTORS

This corporation shall have One (1) directors initially. The number of directors may be increased from time to time by the By-Laws. The names and addresses of the initial directors are:

WILLIAM J. KANOUFF
408 So. Howard Avenue
Tampa, FL 33606

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98 FEB 17 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INCORPORATORS

The name and address of the person signing these Articles is:

WILLIAM J. KANOUFF
408 So. Howard Avenue
Tampa, FL 33606

ARTICLE VII - CORPORATE OFFICE

The corporate office of the corporation shall initially be located at

408 So. Howard Avenue
Tampa, FL 33606


ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of February, 1998.



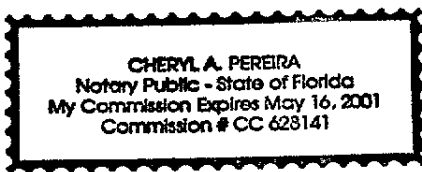
WILLIAM J. KANOUFF

STATE OF FLORIDA)
)s.s.
COUNTY OF HILLSBOROUGH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared WILLIAM J. KANOUFF well known to me and known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, freely and voluntarily and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 12th day of February, 1998.

My Commission Expires:
(seal)



Cheryl A. Pereira
NOTARY PUBLIC, State of Florida
CHERYL A. PEREIRA

Printed Name

CERTIFICATE

Designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served, in compliance with Section 48.091, FLA.STAT., the following is submitted:

FIRST: CAFFEINE QUEEN, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 408 So. Howard Avenue, Tampa, County of Hillsborough, State of Florida, 33606 has named James L. Clark, Esq., 201 North MacDill Avenue, Tampa, County of Hillsborough, State of Florida 33609 as its registered agent to accept service of process with Florida.

William J. Kanouff
WILLIAM J. KANOUFF

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

James L. Clark, Esq.
James L. Clark, Esq.

February 12, 1998
Date

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98 FEB 17 AM 9:25
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