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LAW OFFICE OF JEFFREY H. MANZ

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Bonita Springs, Florida 34134
Ph. (941) 498-1882 Fax (941) 498 4451

March 23, 1998

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Incorporation of: THE OASIS GOURMET COFFEE BAR, INC.

100002468871--4

-03/26/98--01028--006

****122.50 ****122.50

Gentlemen:

I have enclosed two original Articles of Incorporation for the above referenced corporation together with then Certificate of Designation and Acceptance of the Registered Agent. Additionally, I have enclosed a check in the amount of \$122.50 to cover the filing fee, certified copy, and resident agent designation.

If all meets with your approval, please return the certified copy to this office. Thank you.

Very truly yours,


Jeffrey H. Manz, Esq.

FILED
98 MAR 26 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 3-27-98

**ARTICLES OF INCORPORATION OF
THE OASIS GOURMET COFFEE BAR, INC.**

FILED
98 MAR 26 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I – NAME

The name of the corporation shall be: THE OASIS GOURMET COFFEE BAR, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2924 Del Prado Blvd., Suite 5, Cape Coral, Florida 33904

ARTICLE III – CAPTTAL STOCK

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

1000 Common Shares with a \$1.00 par value per share

ARTICLE IV – INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 2924 Del Prado Blvd. Suite 5. Cape Coral, Florida 33904, and the initial registered agent of the Corporation at such office shall be Sandra L. Berry , who upon accepting this designation agrees to comply with the provisions of Section 48.094 Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V – INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be neither less than two (2) nor more than six (6). The names and addresses of the Directors constituting the initial Board of Directors are:

1. Sandra L. Berry 2222 SE 9th Terr. Cape Coral, Florida 33990
2. Julie Shoff 2222 SE 9th Terr. Cape Coral, Florida 33990

ARTICLE VI – INCORPORATORS

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

Sandra L. Berry 2222 SE 9th Terr. Cape Coral, Florida 33990

ARTICLE VII – AMENDMENTS

The power to adopt, alter, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors by a majority vote.

INCORPORATOR

Sandra L. Berry
(Signature)

STATE OF FLORIDA
COUNTY OF LEE

The foregoing Article of Incorporation of THE OASIS GOURMET COFFEE BAR, INC. were acknowledged before me this 22 day of MARCH, 1998 by SANDRA L. BERRY, who is personally known to me Or has produced as identification.

Jeff H. Manz
Notary Public
My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
JEFFREY H. MANZ
COMMISSION # CC700736
EXPIRES 12/7/2001
BONDED THRU ASA 1-888-NOTARY1

**CERTIFICATE OF DESIGNATION REGISTERED AGENT
AND REGISTERED OFFICE**

1. The name of the Corporation is THE OASIS GOURMET COFFEE BAR, INC.
2. The name and address of the Registered Agent and Office is SANDRA L. BERRY,
2222 SE 9th Terr., Cape Coral, Florida 33990

By: Sandra L. Berry
Sandra L. Berry, Incorporator

Date: 3/22/98

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TALLAHASSEE, FLORIDA

Having been named s the 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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Sandra L. Berry
Sandra L. Berry, REGISTERED AGENT

Dated: 3/22/98