

LAW OFFICES OF

RICHARD C. ENTIN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 24, 1998

EFFECTIVE DATE
3-24-98

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: FIRST CLASS COFFEE OF SOUTH FLORIDA, INC.


Gentlemen:

Enclosed herewith, please find my Trust check in the amount of \$70.00 representing the filing fee and the Registered Agent Fee for the above-referenced corporation.

I have also enclosed herewith an original and one copy of the Articles of Incorporation. Please conform my copy and return it to my office in the stamped, self-addressed envelope.

Thank you for your cooperation.

Very truly yours,

By: 
Richard C. Entin

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Encls.

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P. Hall
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ARTICLES OF INCORPORATION
OF

FIRST CLASS COFFEE OF SOUTH FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607
of the laws of the State of Florida.

ARTICLE I. NAME

EFFECTIVE DATE
3-24-98

The name of the corporation shall be:

FIRST CLASS COFFEE OF SOUTH FLORIDA, INC.

The address of the principal office of this corporation shall be: 3691 N.W. 15th
Street, Lauderhill, Florida 33311 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or
business permitted under the laws of the United States, the State of Florida or any
other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized
to have outstanding at any one time is 10,000 shares of common stock having -0- par
value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be: 8411 West Oakland Park Boulevard, Sunrise, Florida, and the name of the initial registered agent of the corporation at that address is: Richard C. Entin, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually commencing upon the signing of these Articles.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors initially. The name and street address of the initial members of the Board of Directors are:

David Hine
3691 N.W. 15th Street
Lauderhill, Florida 33311

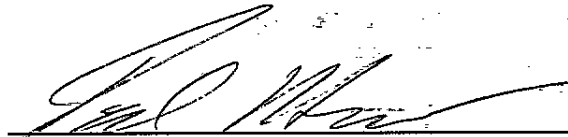
Jerry McKeown
3691 N.W. 15th Street
Lauderhill, Florida 33311

ARTICLE VII. INCORPORATOR

The name and street addresses of the incorporator to these Articles of Incorporation is:

David Hine
3691 N.W. 15th Street
Lauderhill, Florida 33311

IN WITNESS WHEREOF, the undersigned has hereunto set my hand and seal this 24 day of March, 1998.



David Hine

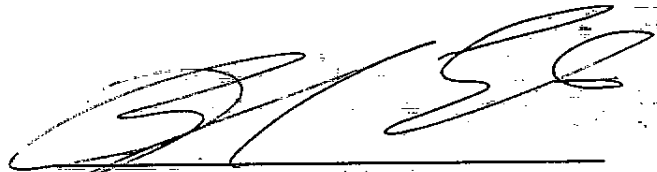
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Richard C. Entin having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

A handwritten signature in black ink, appearing to read 'R. C. Entin', written over a horizontal line.

RICHARD C. ENTIN
REGISTERED AGENT