

P98000050393

May 28, 1998

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

Dear Mr. Secretary:

Enclosed, please find the original and one (1) copy of the ARTICLES OF INCORPORATION for filing with the Secretary of State, with regard to incorporating my business:

TWENTY-FIRST CENTURY COFFEE, INC.
6166-2 RIVERWALK LANE
JUPITER, FLORIDA 33458

My check, payable to the Florida Department of Revenue, in the sum of \$122.50, representing the filing fee for this service is attached.

Please forward and executed copy of the filed ARTICLES OF INCORPORATION to the following address:

Mr. Garen K. Janes
6166-2 RIVERWALK LANE
JUPITER, FLORIDA 33458

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-06/03/98--01067--009
****122.50 ****122.50

Very truly yours,


GAREN K. JANES

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -3 AM 9:06

EP
060598

ARTICLES OF INCORPORATION

OF

TWENTY-FIRST CENTURY COFFEE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN -3 AM 9:07

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

ARTICLE I

The name of the Corporation shall be TWENTY-FIRST CENTURY COFFEE, INC.

ARTICLE II

The existence of the Corporation shall commence with the filing of these Articles of Incorporation and shall be perpetual.

ARTICLE III

The Corporation will be engaged in the business of servicing offices and other interested parties, coffee, related supplies required.

ARTICLE IV

The initial Registered Agent of the Corporation will be GAREN K. JANES OF 6166-2 Riverwalk Lane, Jupiter, Florida 33458.

ARTICLE V

The total number of shares of stock authorized to be issued by the Corporation will be ONE HUNDRED (100) Shares of Capital Stock at NO PAR VALUE.

ARTICLE VI

The Corporation will have, initially, no Board of Directors. This may change in the course of the business progression, in accordance with the By-Laws of the Corporation.

ARTICLE VII

The name and address of the Incorporators of the Article of Incorporation are GAREN K and KELLY J. JANES. 6166-2 RIVERWALK LANE, JUPITER, FLORIDA 33458.

ARTICLE VIII

The Corporation reserves the right to amend or repeal any provision of these Articles of Incorporation, or any amendment(s) thereto, and any right conferred upon the Stockholders is Subject to this reservation.

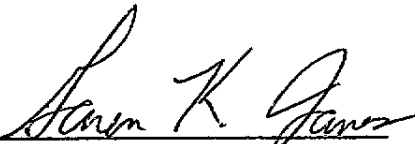
ARTICLE IX

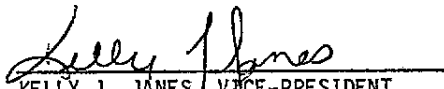
The current working address is 6166-2 RIVERWALK LANE, JUPITER, FLORIDA 33458. This address may be changed from time to time if the President so desires.

TWENTY-FIRST CENTURY COFFEE, INC.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 28TH DAY OF MAY, 1998.

TWENTY-FIRST CENTURY COFFEE, INC.


GAREN K. JANES, PRESIDENT


KELLY J. JANES, VICE-PRESIDENT

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County of Palm Beach, personally appeared GAREN K. JANES AND KELLY J. JANES, known to me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me, to be the persons who executed same.


NOTARY PUBLIC
My Commission Expires:

OFFICIAL NOTARY SEAL
ELOISE F MORGAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC709645
MY COMMISSION EXP. JAN. 202002

CERTIFICATION OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned incorporator for the 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: TWENTY-FIRST CENTURY COFFEE, INC.
2. The name and address of the Registered Agent and office is: GAREN K. JANES,
6166-2 RIVERWALK LANE, JUPITER, FLORIDA 33458.

Incorporator:


GAREN K. JANES

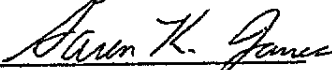
Date: 5-28-98

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Having been named as Registered Agent and to accept service of process for the above 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

Date


5-28-98