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A Partnership of Professional Associations

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June 8, 1998

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

700002557397--6
-06/11/98-01106-019
***122.50 ***122.50

RE: Java², Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation to be filed on behalf of the above-referenced corporation. Also enclosed is our firm's check in the amount of \$122.50 to cover the filing fees. Once this document has been filed, please return a certified copy of same to me.

Thank you for your assistance in this matter, and should you have any questions regarding any of this, please do not hesitate to give me a call.

Sincerely,

Daniel R. Lozier /LL

Daniel R. Lozier

DRL/II

Enclosures

cc: Cameron Rhodes

FILED
98 JUN 11 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JN 6-12-98

ARTICLES OF INCORPORATION

OF

JAVA², INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is Java², Inc. The principal place of business is 6417 Tippin Avenue, Pensacola, Florida 32504.

ARTICLE II

DURATION

The duration of this corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which this corporation is organized are:

(1) To transact any lawful business or businesses for which corporations may be incorporated under the Florida General Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary, implied, helpful, or desirable in order to accomplish the foregoing.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of no par value common stock.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

RIGHT OF FIRST REFUSAL

No stock in this corporation may be sold to persons not stockholders of this corporation except as provided herein. Upon receiving an offer from a person not a stockholder of this corporation to purchase stock in this corporation, the person receiving such offer shall first offer in writing such stock for sale to the corporation at the same price and upon the same terms offered to such shareholder pursuant to a bona fide written offer that is acceptable to such shareholder and written notice of such offer to the corporation shall be given to each shareholder of record. The corporation shall have the option for twenty (20) days after its receipt of such written offer to accept such offer. If, within such twenty day period, the corporation shall fail to accept such offer in its entirety, its option hereunder as to such offer shall terminate. Thereupon, immediately following the termination of said offer as to the corporation, the same offer shall be deemed without further writing to have been renewed and reinstated as to such of the other shareholders of the corporation as may exist and such other shareholders shall have the option for thirty (30) days after the termination of the corporations's option to purchase such part or all of the stock which the offering shareholder desires to sell, at the same price and upon the same terms offered to such shareholder by a bona fide prospective purchaser of such shares. If more than one such other shareholder exists, they may exercise such option in such proportion between themselves as they may agree, and if they do not so agree, then each of them who wishes to purchase shares shall have the right to purchase a portion of such shares as corresponds to a fraction in which the numerator is the number of shares then owned by such shareholder, and the denominator is the total number of shares then owned by all of the then other shareholders who wish to purchase shares; provided, however, that no shareholder

shall have the right to purchase any part of the shares so offered for sale unless all of such shares so offered for sale are purchased, pursuant to such option, by one or more of the then other shareholders.

If the option is not exercised within the aforesaid thirty-day period, then the shareholder so desiring to sell part or all of his stock shall have the right for a period ending on the sixtieth day after the expiration of the aforesaid thirty-day period, to sell such stock to, and only to, the aforesaid bona fide prospective purchaser in the same quantity, at the same price, and upon the same terms as were offered to the corporation and/or the then other shareholders. Upon the expiration of such sixty-day period, if such shareholder does not sell such stock, all of the restrictions imposed by this Article V shall again apply to all of the stock owned by such shareholder. This Article shall not be construed as granting any shareholder preemptive rights.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the initial registered office, and the mailing address of the Corporation in this State is 125 W. Romana Street, Suite 224, Pensacola, Florida 32501, and the name of its initial registered agent at such address is Daniel R. Lozier.

ARTICLE VII

BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of two (2) members. The size of the board may be increased or decreased from time to time as prescribed in the bylaws or by applicable law, but never shall the board consist of less than one (1) member.

ARTICLE VIII

INCORPORATORS

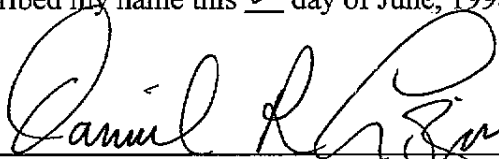
The name and address of the Incorporator is Daniel R. Lozier, 125 W. Romana St., Suite 224,
Pensacola, Florida 32501.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have subscribed my name this 8th day of June, 1998.

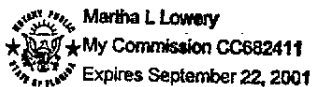


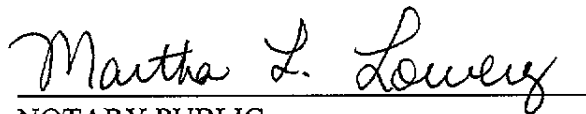
DANIEL R. LOZIER, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 8th day of June, 1998, by
Daniel R. Lozier, who is personally known to me or who has produced a driver's license as
identification and has not taken an oath.



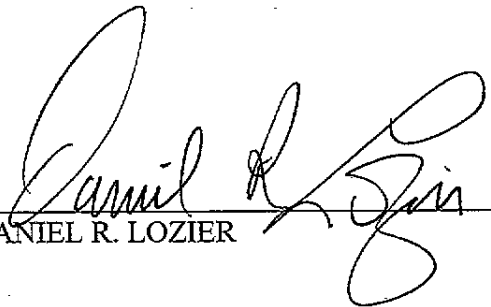


NOTARY PUBLIC
Commission No. _____
My Commission Expires: _____

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I, the undersigned, being the person named as the Registered Agent of JAVA², INC., a Florida corporation, hereby certify that I am familiar with the obligations provided for in Florida Statutes Chapter 607.0505 and hereby accept the appointment of Registered Agent and hereby accept said obligations.


DATED this 8th day of June, 1998.



DANIEL R. LOZIER

STATE OF FLORIDA

COUNTY OF ESCAMBLA

The foregoing instrument was acknowledged before me this 8th day of June, 1998, by DANIEL R. LOZIER, who is personally known to me or who has produced a driver's license as identification and has not taken an oath.

 Martha L. Lowery
My Commission CC682411
Expires September 22, 2001


NOTARY PUBLIC
Commission No. _____
My Commission Expires: _____

FILED
98 JUN 11 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA