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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 JUN -8 PM 1:43

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

6-16-98

JEFF PUTHOFF, PRESIDENT
KOFFEE KORNER, INC.
1262 BEACH BLVD.
JAX BEACH, FL 32246

JUNE 5, 1998

SANDRA B. MORTHAM
SECRETARY OF STATE
P.O. BOX 6327
TALLAHASSEE, FL 32314

DEAR SIR OR MADAM:

PLEASE FIND ENCLOSED MY APPLICATION BY FOREIGN CORPORATION FOR
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA, ALONG WITH A CHECK FOR \$35.00 FOR FILING OF SAME..

I HEREBY RELEASE THE NAME "KOFFEE KORNER" TO MY NEW
CORPORATION, WHICH I AM INCORPORATING IN THE STATE OF FLORIDA TODAY.
PLEASE ALSO FIND ENCLOSED A CHECK FOR \$70.00 FOR FILING OF SAME.

YOUR ASSISTANCE IN THIS MATTER IS GREATLY APPRECIATED.

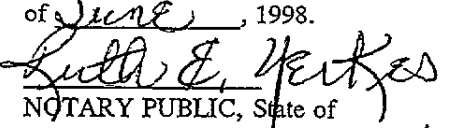
UNDER PENALTY OF PERJURY, I HEREBY DECLARE THAT I AM
AUTHORIZED TO RELEASE THE NAME OF "KOFFEE KORNER" AS PRESIDENT AND
REGISTERED AGENT OF THIS FICTICIOUS NAME IN THE STATE OF FLORIDA.


JEFF PUTHOFF

STATE OF FLORIDA)
COUNTY OF DUVAL)

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take
acknowledgements, personally appeared JEFF PUTHOFF, known to me to be the person described in and who
executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the
following form of identification of the above named person: personally known and that an
oath (was) (was not) taken.

Subscribed and sworn to before me at Jacksonville Beach in the State and County above, this 4 day
of June, 1998.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires: 12/15/01

RUTH E. YERKES
Notary Public - State of Florida
My Commission Expires Dec 15, 2001
Commission # CC702459

ARTICLES OF INCORPORATION

OF

KOFFEE KORNER, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:
KOFFEE KORNER, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be:
1262 BEACH BLVD., JACKSONVILLE BEACH, FL 32250

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE V - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 100 shares of ONE DOLLAR (\$1.00) par value common stock which will be designated as "Common Shares."

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of this Corporation shall be:

JEFF PUTHOFF
1262 BEACH BLVD.
JACKSONVILLE BEACH, FL 32250

ARTICLE VIII - BOARD OF DIRECTORS

This Corporation shall have no directors, initially. The affairs of the Corporation will be managed by the shareholders until such time directors are designated as provided by the Bylaws.

ARTICLE IX - INCORPORATORS

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

JEFF PUTHOFF
1262 BEACH BLVD.
JACKSONVILLE BEACH, FL 32250

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or appeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

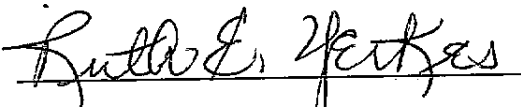
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 4th day of June, 1998.


JEFF PUTHOFF

STATE OF FLORIDA
COUNTY OF DUVAL

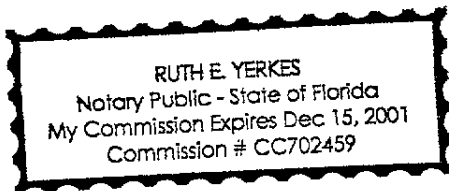
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JEFF PUTHOFF, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 4 day of June, 1998.



NOTARY PUBLIC, State of
Florida at Large

My Commission Expires: 12/15/01



CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that KOFFEE KORNER, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1262 BEACH BLVD., JACKSONVILLE, FL 32250, has named JEFF PUTHOFF as its agent to accept service of process within Florida.

Dated: 6-4-98


JEFF PUTHOFF

Having been named to accept service of process for the above named 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 performance of my duties.


JEFF PUTHOFF
Registered Agent

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA