

**MCLEOD, MCLEOD & MCLEOD, P.A.**

Attorneys and Counselors at Law

Post Office Drawer 950

Apopka, Florida 32704-0950

Johnie A. McLeod

Raymond A. McLeod

William J. McLeod

48 East Main Street

Telephone: (407) 886-3300

Facsimile: (407) 886-0087

June 24, 1998

Secretary of State

Corporate Division

PO Box 6327

Tallahassee, FL 32314

900002572809--9

-06/25/98--01095--012

\*\*\*\*122.50 \*\*\*\*122.50

RE: CO-CO CAFE, INC.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you.

Sincerely yours,

*Raymond A. McLeod*

Raymond A. McLeod

RAM/jlk

Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUN 25 PM 1:17

FILED

CB  
6-26-98  
5

**ARTICLES OF INCORPORATION  
OF  
CO-CO CAFE, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of this corporation is **CO-CO CAFE, INC.**

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.

**ARTICLE V**

The name and address of the Initial Registered Agent is **RAYMOND A. McLEOD** whose mailing address is 48 East Main Street, Apopka, Florida 32703 and the principal office of this corporation is 4799 South Atlantic Avenue, Ponce Inlet, Florida 32127.

**ARTICLE VI**

This corporation shall have one (1) Director initially, and the number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Director of this corporation is:

**JUDITH A. HUSSEY**  
4799 South Atlantic Avenue  
Ponce Inlet, Florida 32127

**FILED**  
98 JUN 25 PM 1:17  
TALLAHASSEE, FLORIDA

**ARTICLE VII**

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

RAYMOND A. McLEOD  
48 East Main Street  
Apopka, Florida 32703

**ARTICLE VIII**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

**ARTICLE IX**

Shares of capital stock of this corporation shall be issued initially to the following in the amount set opposite his name:

<u>NAME</u>	<u>SHARES</u>
JUDITH A. HUSSEY	1,000

**ARTICLE XII**

Director(s) need not be residents of this state or shareholders unless Articles of Incorporation or By-Laws so require.

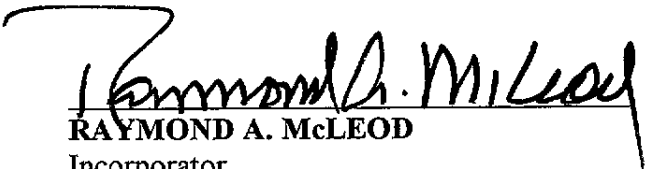
**ARTICLE XIII**

The shareholder(s) shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock issued and outstanding.

**ARTICLE XIV**

If all Director(s) severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of June, 1998.

  
RAYMOND A. McLEOD  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared **RAYMOND A. McLEOD** personally known by me to be the person who executed the foregoing Articles of Incorporation of CO-CO CAFE, INC. as the Incorporator, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto placed my hand and seal this 24th day of June, 1998.

  
Notary Public

Printed Name of Notary

(SEAL)



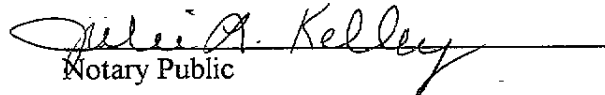
**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

STATE OF FLORIDA  
COUNTY OF ORANGE

**BEFORE ME**, the undersigned authority, personally appeared **RAYMOND A. McLEOD**, known to me to be the person who accepted designation as Registered Agent on behalf of CO-CO CAFE, INC., and he acknowledged before me that he executed this Acceptance of Designation as Registered Agent freely and voluntarily.

  
RAYMOND A. McLEOD

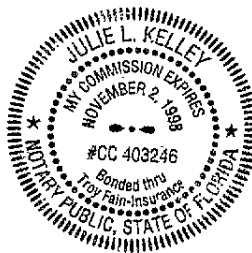
**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 24<sup>th</sup> day of June, 1998.

  
Notary Public

\_\_\_\_\_  
Printed name of Notary

(SEAL)

My Commission Expires:



**FILED**  
98 JUN 25 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

[HUSSEY.ART/06-18-98/RAM]