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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: SOUTH BEACH COFFEE HOUSE, INC.

AUDIT NUMBER.....H98000014084

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....4

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**ARTICLES OF INCORPORATION  
OF  
SOUTH BEACH COFFEE HOUSE, INC.**

**ARTICLE I - NAME**

The name of this corporation is **SOUTH BEACH COFFEE HOUSE, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business of this corporation shall be: **975 ARTHUR GODFREY ROAD  
MIAMI BEACH, FLORIDA 33140.** The MAILING address of this corporation shall be: **Post  
Office Box 3896, MIAMI BEACH, FLORIDA 33140.**

**ARTICLE III - DURATION**

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

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue **1000** shares of **\$1.00** par value common stock which shall be designated "Common Shares".

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is **975 ARTHUR  
GODFREY ROAD MIAMI BEACH, FLORIDA 33140** and the name of the initial registered agent of this corporation at that address is **HAGAI GRINGARTEN.**

Prepared by:

Kim Marks, CPA, PA  
11900 Biscayne Blvd #290  
North Miami FL 33181

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**ARTICLE VII - INCORPORATORS**

The name and address of each person signing these Articles is:

NAME ADDRESS

HAGAI GRINGARTEN PO BOX 3896  
MIAMI BEACH FLORIDA 33140

**ARTICLE VIII - Officers**

The name and title of each officers is:

HAGAI GRINGARTEN	President
HAGAI GRINGARTEN	Vice President
HAGAI GRINGARTEN	Secretary
HAGAI GRINGARTEN	Treasurer

**ARTICLE VIII - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this July 29, 1998.

  
Signature/Title

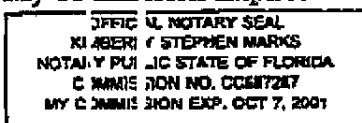
STATE OF FLORIDA  
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared HAGAI GRINGARTEN, the persons who executed the foregoing articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this July 29, 1998.

  
Notary Public, State of Florida at Large

My commission Expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT SOUTH BEACH COFFEE HOUSE, INC.  
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI BEACH, STATE OF FLORIDA 33140, HAS NAMED HAGAI GRINGARTEN, LOCATED AT 975 ARTHUR GODFREY ROAD, STATE OF FLORIDA 33140, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]  
(Corporate Officer)

TITLE President

DATE 7/29/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

SIGNATURE [Signature]  
(Resident Agent)

DATE 7/29/98

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