

P98000090788

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT:

Brewsters Gourmet Coffee Company
(Proposed corporate name - must include suffix)

000002671100--2
-10/23/98--01053--015
*****70.00 *****70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Kyle R. Coddington
Name (Printed or typed)

2400 Feather Sound Dr. #1013
Address

Clearwater, FL 33762
City State & Zip

Daytime Telephone number

98 OCT 23 AM 9:56

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

NOTE: Please provide the original and one copy of the articles.

10-26
WS

Articles of Incorporation-Profit

ARTICLES OF INCORPORATION
OF
BREWSTERS GOURMET COFFEE COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 23 AM 9:56

ARTICLE I-NAME

The name of this corporation is BREWSTERS GOURMET COFFEE COMPANY

ARTICLE II-DURATION

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

ARTICLE III-PURPOSE

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

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V- SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance

ARTICLE VI-PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII-RESTRICTED RIGHTS OF STOCK TRANSFER

The right of every shareholder to sell or transfer his/her stock is restricted. The existing shareholders shall have first right to purchase a pro-rata share of the stock offered for sale or transfer by any other shareholder. The value of the stock offered for sale or transfer shall be determined and set by the Board of Directors. Should any stockholder decline to exercise his or her right to purchase the stock offered for sale or transfer, his or her pro-rata share shall be offered to the remaining stockholders. If all the existing stockholders decline their right to purchase the stock offered for sale or transfer, then said stock may be sold at the discretion of the shareholder offering the stock for sale or transfer.

ARTICLE VIII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2400 Feather Sound Drive #1013 Clearwater, Florida 33762 and the address of the registered agent of the corporation is 5200 Central Avenue, St. Petersburg, Florida 33707, and the name of the initial registered agent of this corporation at the address is Nina G. Monrose, Esq.

ARTICLE IX-INITIAL BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be increased or later decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than six. The names and addresses of the initial Board of Directors of the corporation is:

Kyle R. Coddington, President
2400 Feather Sound Drive #1013
Clearwater, Florida 33762

Michael A. Muskat, Vice President
17890 N.E. 31st CT. #3321
Aventura, Florida 33160

ARTICLE X-INCORPORATORS

The name and address of the incorporators signing these articles is: Kyle R. Coddington, 2400 Feather Sound Drive #1013, Clearwater, Florida 33762 and Michael A. Muskat, 17890 N.E. 31st CT. #3321, Aventura, Florida 33160.

ARTICLE XI-INDEMNIFICATION


The corporation shall indemnify any Officer or Director or any former officer or director,

to the full extent permitted by the law.

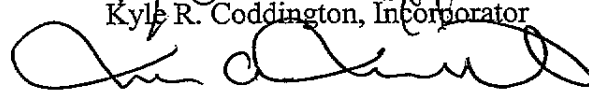
ARTICLE XII-AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 10 day of October, 1998



Kyle R. Coddington, Incorporator



Michael A. Muskat, Incorporator


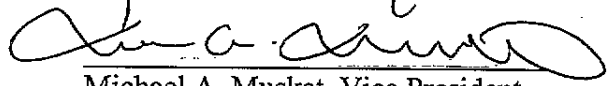
Certificate of Registered Agent

**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**

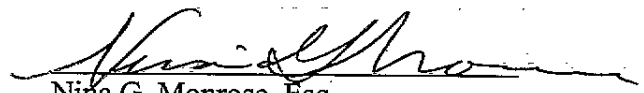
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that BREWSTERS GOURMET COFFEE COMPANY desiring to organize or qualify under the laws of the State of Florida, with its principle place of business at 2400 Feather Sound Drive #1013 Clearwater, Florida 33762, designates as its agent, Nina G. Monroe, Esq., located at 5200 Central Avenue, St. Petersburg, Florida 33707, to accept service of process within Florida.

Dated: 10 OCT 98


Kyle R. Coddington, President

Michael A. Muskat, Vice President

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.

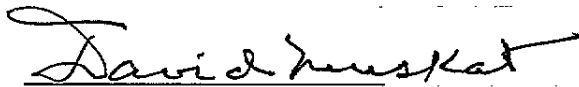

Nina G. Monroe, Esq.
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 23 AM 9:56

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Kyle R. Coddington and Michael A. Muskat, known to be and known by me to be 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 set my hand and seal in the State and County above, this 10th day of October, 1998



NOTARY PUBLIC,

State of Florida
at Large



DAVID MUSKAT
COMMISSION # CC 417327
EXPIRES OCT 30, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

My Commission expires: