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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

all Florida Coffee Service  
of Brevard, Inc.

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- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
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- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
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- Certificate of Good Standing \_\_\_\_\_
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- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
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- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
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Signature \_\_\_\_\_

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## **ARTICLES OF INCORPORATION**

**OF**

### **ALL FLORIDA COFFEE SERVICE OF BREVARD, INC.**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

#### **ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be ALL FLORIDA COFFEE SERVICE OF BREVARD, INC.

#### **ARTICLE II - PURPOSE**

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

#### **ARTICLE III - DATE OF EXISTENCE**

This Corporation shall exist perpetually.

#### **ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this Corporation shall be located at 800 E. Palmetto Avenue, Melbourne, FL 32901. The mailing address of the Corporation shall be 800 E. Palmetto Avenue, Melbourne, FL 32901.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Jefferson Upton	800 E. Palmetto Avenue Melbourne, FL 32901

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>
Jefferson Upton	800 E. Palmetto Avenue Melbourne, FL 32901
Shelley Upton	800 E. Palmetto Avenue Melbourne, FL 32901

ARTICLE VII - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000), of which Ten Thousand (10,000) shares having a par value of One & No/100 Dollar (\$1.00) per share shall be shares of Class A voting common stock and Ninety Thousand (90,000) shares having a par value of One & No/100 Dollar (\$1.00) per share shall be shares of Class B nonvoting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Each holder of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B nonvoting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B nonvoting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B nonvoting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A voting and Class B nonvoting common stock in proportion to the number of shares held by the holders of such shares.

#### ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation.

#### ARTICLE X - CUMULATIVE VOTING

At any election of directors, every shareholder entitled to vote at such election shall have the right to cumulate his or her votes by casting for one candidate the number of votes equal to the product of the number of directors to be elected at such election multiplied by the number of shares owned by such shareholder, or by allocating such votes among two or more candidates.

#### ARTICLE XI - PRE-EMPTIVE RIGHTS

Every shareholder of this Corporation shall pre-emptive rights as provided in Section 607.0630 of the Florida Statutes.

#### ARTICLE XII - STOCK RESTRICTION AGREEMENTS

Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares; and (3) the manner in which the shareholders of this Corporation will vote their shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

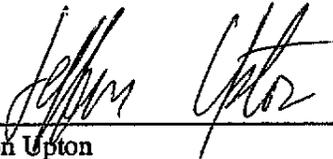
1. The name of the corporation is:

All Florida Coffee Service of Brevard, Inc.

2. The name and address of the registered agent and office is:

Jefferson Upton  
800 E. Palmetto Avenue  
Melbourne, Florida 32901

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Jefferson Upton

10/16/98  
\_\_\_\_\_  
Date

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