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Kathleen Rogers
630 Brevard Avenue, Suite A
Cocoa, Florida 32922

November 10, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation
Chez Cocoa, Inc.

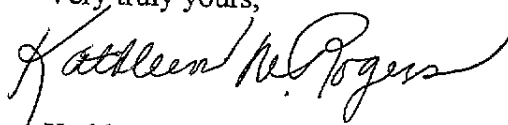
Dear Sir or Madam:

Enclosed please find an original and one copy of an executed Articles of Incorporation for CHEZ COCOA, INC.

Also enclosed is my check in the amount of \$70.00 which represents the filing fee for this service. Please date stamp the copy of the Articles and return it to me at your earliest convenience with your confirmation and document number assigned to the corporation.

Thank you for your prompt attention to this matter.

Very truly yours,


Kathleen Rogers

Enclosures

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*****70.00 *****70.00

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SECRETARY OF STATE
TALLAHASSEE FLORIDA


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**ARTICLES OF INCORPORATION
OF
CHEZ COCOA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is: CHEZ COCOA, INC.

ARTICLE II - EXISTENCE

This corporation shall have perpetual existence commencing on the filing of these Articles.

ARTICLE III - TYPE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - SHARES

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation is: 630 Brevard Avenue, Suite A, Cocoa, Florida 32922.

ARTICLE VI - FOR-PROFIT

This corporation is a For-Profit, Subchapter S Corporation.

ARTICLE VII - REGISTERED AGENT

The name and street address of the initial registered agent are:

Kathleen Rogers
630 Brevard Avenue, Suite A
Cocoa, Florida 32922

ARTICLE VIII - OFFICERS

The officers of the corporation shall be as follows:

Kathleen Rogers President/Sec-Treas
630 Brevard Avenue, Suite A, Cocoa, FL 32922

ARTICLE IX - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).


The name and address of the initial directors of this corporation, who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Kathleen Rogers 630 Brevard Avenue, Suite A, Cocoa, Florida 32922

ARTICLE X - INCORPORATOR

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

Kathleen Rogers
630 Brevard Avenue, Suite A
Cocoa, Florida 32922

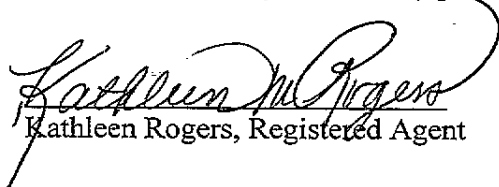

Kathleen Rogers, Incorporator

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

Pursuant to the provisions of Section 6078.0501, 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: CHEZ COCOA, INC.
2. The name and address of the registered agent and office is:
630 Brevard Avenue, Suite A
Cocoa, Florida 32922

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.


Kathleen Rogers, Registered Agent

Date: November 10, 1998

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