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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

T'S & COFFEE INC.

Certificate of Status	0
Certified Copy	1
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6/1/99

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**ARTICLES OF INCORPORATION
OF
T's & COFFEE INC.**

ARTICLE I - NAME

The name of this corporation is T's & COFFEE INC.

ARTICLE II - DURATION

The period of its duration shall be perpetual.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 3000 shares, all of one class, at \$1.00 per share value.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office of this corporation is as follows:

Etty Foodman
1581 Brickell Avenue
Unit 2305
Miami, Florida 33131

Prepared by Stuart J. Edelman, Esq.
1320 S. Dixie Highway, Suite 450
Coral Gables, FL 33146
(305) 669-8181
FL Bar No: 104023

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The corporate address is:
1581 Brickell Avenue
Unit 2305
Miami, Florida 33131

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

Etty Foodman, 1581 Brickell Avenue, Unit 2305, Miami, Florida 33131

ARTICLE VII - INCORPORATOR

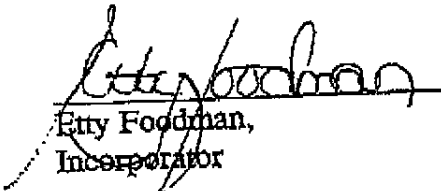
The name and address of the Incorporator signing these
Articles of Incorporation is:

Etty Foodman, 1581 Brickell Avenue, Unit 2305, Miami, Florida 33131

ARTICLE VIII - AMENDMENT OF ARTICLES

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 Incorporator has executed these
Articles of Incorporation this 1st day of June, 1999.


Etty Foodman,
Incorporator

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STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared, ETTY
FOODMAN, to me known to be the person who executed the foregoing Articles of
Incorporation, and who acknowledged to and before me that she executed such
instrument.

The foregoing instrument was acknowledged before me this 1st day of June,
1999, by Ety Foodman, who is personally known to me or who has produced driver
license number F 355-203-51-840 respectively as identification and who did not
take an oath.

(SEAL)



Daniel Menez
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

Dagulier Menez
Print Name

My Commission Expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
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:

THAT T's & COFFEE INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT MIAMI, FLORIDA, HEREBY NAMES, ETTY
FOODMAN 1581 BRICKELL AVENUE, UNIT 2305, MIAMI, FLORIDA 33131, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

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 AND COMPLETE PERFORMANCE OF MY
DUTIES.

DATE: 6/1/99

Etty Foodman
Etty Foodman,
Registered Agent

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