



PA99000100972

Jack Locklin, Jr.
Board Certified
Real Estate Attorney

Angela J. Jones

November 10, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32314

100003044521--6
-11/15/99-01118-020
*****78.75 *****78.75

RE: **Articles of Incorporation of
Cappuccino Cam's, Inc.**

Dear Sir:

Enclosed is an original and one executed copy of the Articles of Incorporation of **Cappuccino Cam's, Inc.** and an original and one copy of an executed Certificate Designating the Resident Agent. Check in the amount of \$78.75 in payment of the following fees is also enclosed:

| | |
|---|----------------|
| Filing Fee | \$70.00 |
| Certificate Designating Resident Agent | |
| Certified Copy | 8.75 |
| Total | <u>\$78.75</u> |

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TALLAHASSEE FLORIDA

Please file the original and certify and return the copy of the enclosed Articles of Incorporation.

Yours very truly,

LOCKLIN & JONES, P.A.

Jack Locklin

Jack Locklin, Jr.

11/18
Informal client by letter of correction
to Cert. of Desig. page stated principal address
was located in Milton changed to read
Pace.

JL:jl SH
Enclosures

S. Thompson NOV 18 1999

ARTICLES OF INCORPORATION

OF

CAPPUCCINO CAM'S, INC.

ARTICLE - I

The name of this corporation is: **CAPPUCCINO CAM'S, INC.**

ARTICLE - II

The purpose of this corporation is to sell Espresso related products, and all other lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE IV - PRE EMPTIVE RIGHTS

Each shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6024 Quintette Road, Pace, Florida 32571, and the name of the initial registered agent of this

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corporation at that address is Trey Lutrick. The principal office is the same as the registered office.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors, initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--|
| Trey Lutrick | 6024 Quintette Road Pace, Florida 32571 |
| Cammeron Lutrick | 6024 Quintette Road Pace, Florida 32571 |

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Trey Lutrick, 6024 Quintette Road, Pace, Florida 32561.

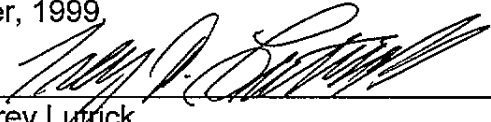
ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 9th day of November, 1999,

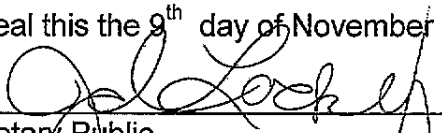

Trey Lutrick

STATE OF FLORIDA

COUNTY OF SANTA ROSA

BEFORE ME the undersigned Notary Public in and for the State of Florida at large, personally appeared Trey Lutrick, to me well known and known to me to be the individual described in or who presented _____ as identification, and who executed the foregoing Articles of Incorporation of **Cappuccino Cam's, Inc.** and being duly sworn acknowledged that he executed the same for the uses and purposes therein expressed.

GIVEN under my hand and official seal this the 9th day of November, 1999.


Notary Public
My commission expires: _____

NOTARY PUBLIC - STATE OF FLORIDA
JACK LOCKLIN, JR.
COMMISSION # CC 692552
EXPIRES 12/28/2001
BONDED THRU ASA 1-888-NOTARY1

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, AND NAMING AGENT

UPON WHOM PROCESS MAY BE SERVED


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

CAPPUCCINO CAM'S, INC., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Pace, Santa Rosa County, Florida, has named Trey Lutrick, 6024 Quintette Road, Pace, Florida 32571, as agent to accept service of process within the state.

Dated this the 9th day of November, 1999.

CAPPUCCINO CAM'S, INC.

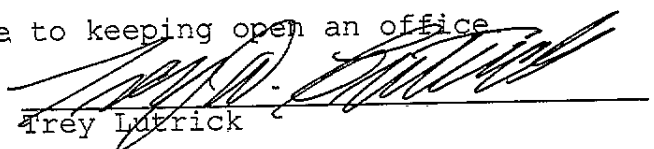
BY:


Trey Lutrick

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ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the act relative to keeping open an office


Trey Lutrick