

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Beverly's Coffee Service, Inc.

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION**OF****Beverly's Coffee Service, Inc.****ARTICLE I****Name and Duration**

The name of the Corporation is Beverly's Coffee Service, Inc. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence and this filing shall be effective as of January 1, 2000.

ARTICLE II**Principal Office**

The address of the principal office and mailing address of the Corporation in the State of Florida is 11281 Kinrose Court, Jacksonville, Florida 32257.

ARTICLE III**Registered Office and Agent**

The street address of the registered office in the State of Florida is 50 North Laura Street, Suite 2750, Jacksonville, Duval County, Florida 32202. The name of the registered agent at such address is MOTOLAW, Inc.

ARTICLE IV**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

Prepared by Robert G. Shaffer, II, Esq.
Akerman Senterfitt & Eidson, P.A.
50 North Laura Street, Suite 2750
Jacksonville, FL 32202
Phone No. 904/798-3700
Florida Bar Number 0077860

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ARTICLE VCapital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand (10,000) shares of Common Stock ("Common Stock") \$.01 par value per share.

ARTICLE VIIncorporator

The name and mailing address of the incorporator of this Corporation is as follows:

NameAddress

Robert G. Shaffer, II

50 North Laura Street, Suite 2750
Jacksonville, Florida 32202ARTICLE VIIBoard of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as the initial directors of the Corporation until the first annual meeting of the shareholders are as follows:

NameAddress

Beverly L. Cleary

11281 Kinrose Court
Jacksonville, Florida 32257

Michael D. Cleary

11281 Kinrose Court
Jacksonville, Florida 32257

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ARTICLE VIIIAmendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IXBylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XIndemnification

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

ARTICLE XITransfer of Shares

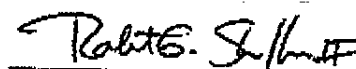
If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

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The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this November 24, 1999.



Robert G. Shaffer, II, Incorporator

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Beverly's Coffee Service, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named MOTOLAW, Inc., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with § 607.0501, Florida Statutes.

MOTOLAW, Inc., a Florida corporation

By: Gregory M. Dawson
Gregory M. Dawson, Vice President

DATED: November 24, 1999

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