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J. TOM SMOOT, III, P.A.

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Fort Myers, Florida 33901
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EFFECTIVE DATE

12-06-99

November 30, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC -1 AM 9:50

FILED

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-12/01/99--01076--013
*****78.75 *****78.75

Re: Incorporation of Coffee@BayviewCt.Downtown, Inc.

Dear Sir or Madame:

Enclosed please find the following:

1. Original and one copy of the Articles of Incorporation;
2. Original and one copy of the Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent upon whom process may be served; and
3. Filing fee in the amount of \$78.75.

Please file the original documents with the State of Florida and provide me with a certified copy after they have been filed. Thank you for your assistance.

If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,


Tom Smoot, III

JTSIII/tlw
Enclosures

T. Burch DEC 6 1999

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99 DEC -1 AM 9:50

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

COFFEE@BAYVIEWCT.DOWNTOWN, INC.

EFFECTIVE DATE

12-06-99

THE UNDERSIGNED do hereby associate together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name of COFFEE@BAYVIEWCT.DOWNTOWN, INC. and hereby set forth and declare:

CHARTER

ARTICLE I

The name of the Corporation shall be COFFEE@BAYVIEWCT.DOWNTOWN, INC., located at Fort Myers, County of Lee, State of Florida.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The amount of the capital stock of this Corporation shall be 100 shares of \$10.00 par value stock, which said stock shall be non-assessable to be held, sold and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the capital stock shall be common stock.

ARTICLE IV

The Corporation shall commence business December 6, 1999.

ARTICLE V

The Corporation shall have perpetual existence, except that the same may be dissolved, as provided

by law.

ARTICLE VI

The principal place for the transaction of its business shall be 1414 Bayview Court, in the City of Fort Myers, County of Lee, State of Florida. That said Corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the Corporation may, by resolution, designate.

ARTICLE VII

The Corporation shall have a Board of Directors of not less than one and may be increased to not more than three Directors. The number of Directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

ARTICLE VIII

The officers by whom the business of said Corporation shall be conducted shall be a President, who shall be a Director, a Secretary and Treasurer, and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The names and post office addresses of the officers and first Board of Directors who shall conduct the business of the Corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
AMBER BURNS	President, Secretary	15481 Admiralty Circle N. Fort Myers, FL 33917
MARGIE GEDDES	Vice President, Treasurer	3700 Fort Denaud Road LaBelle, FL 33935

ARTICLE IX

The names and post office addresses of such subscribers of these Articles of Incorporation, with the amount of stock subscribed for and agreed to be taken by each are as follows:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>ADDRESS</u>
AMBER BURNS	Fifty (50)	1548I Admiralty Circle N. Fort Myers, FL 33917
MARGIE GEDDES	Fifty (50)	3700 Fort Denaud Road LaBelle, FL 33935

ARTICLE X

The Directors and officers shall be elected by the shareholders at their annual meeting, which will be held at the principal office of the Corporation, or at such other place as may be provided by the By-Laws, or may otherwise be agreed upon on the first Saturday of the month immediately following the end of the Corporation's fiscal year of each and every year and the annual Directors meeting shall be held immediately after the adjournment of the annual shareholders meeting.

ARTICLE XI

The amount of indebtedness or liability to which the Corporation at any time may subject itself shall be unlimited.

ARTICLE XII

The street address of the initial registered office of this Corporation is 1414 Bayview Court, Fort Myers, FL 33901, and the name of the initial registered agent of this Corporation at that address is: AMBER BURNS. By executing these Articles, the initial registered agent acknowledges that she is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

Each shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIV

The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the Directors. The shareholders may amend, alter or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the shareholders.

ARTICLE XV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any Directors present in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless she shall make objection at such meeting to any defect or insufficiency of notice.

ARTICLE XVI

Each Director and officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a Director or officer of the Corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such officer or Director. Such

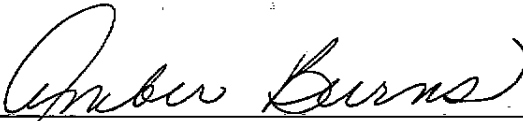
right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law, and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such Director or officer.

ARTICLE XVII

A Director or officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any Director or officer or any firm of which any Director or officer is a shareholder, officer, or Director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any Director so interested or member of a firm so interested, or a shareholder, officer or Director of a Corporation so interested; or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the Corporation entitled to vote, nor shall any Director or officer be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinbefore mentioned and the incorporator(s) of the Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge, and file the

foregoing Articles of Incorporation, hereby jointly and severally certifying that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at Fort Myers, Lee County, Florida, this 30th day of DECEMBER, 1999.

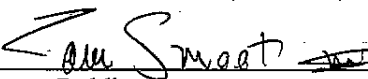


AMBER BURNS
Incorporator

STATE OF FLORIDA

COUNTY OF

THE FOREGOING INSTRUMENT was acknowledged before me this 30th day of DECEMBER, 1999, by AMBER BURNS, () who is personally known to me or (✓) who produced FL.DL.# B652-003-4690⁶¹⁰ as identification.



Notary Public

(SEAL)
Comm. Exp. Date:
Comm. Number:

Printed Name of Notary: _____



James Thomas Smoot, III
MY COMMISSION # CC598093 EXPIRES
October 31, 2000
BONDED THRU TROY FAH INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
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:

FIRST -- THAT COFFEE@BAYVIEWCT.DOWNTOWN, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS IN THE CITY OF FORT MYERS, COUNTY OF LEE,
STATE OF FLORIDA, HAS NAMED AMBER BURNS, LOCATED AT 1414 BAYVIEW
COURT, CITY OF FORT MYERS, COUNTY OF LEE, STATE OF FLORIDA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

AMBER BURNS

Signature: *Amber Burns*
(Corporate Officer)

Title: President

Date: 11-30-99

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SECRETARY OF STATE
TALLAHASSEE, 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.

Signature: *Amber Burns*
Resident Agent

Date: 11-30-99