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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

BUSINESS CORPORATION

MAR 10 1998

Handwritten signature/initials

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is

FELICIA'S COFFEE/WARWICK, INC.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:

To purchase, blend, market, sell at wholesale or retail all kinds of coffees and other beverages, to maintain, operate and conduct a coffee shop, to own or lease the necessary real estate and premises to conduct its business and any and all other lawful business.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 600 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.)

Common no par

or

(b) If more than one class: Total number of shares (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

None

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6. Provisions (if any) for the regulation of the internal affairs of the corporation:

None

7. The address of the initial registered office of the corporation is 946 Centerville Road
Warwick, RI 02886 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)

REVENS, LANNI, REVENS & ST. PIERRE

8. The number of directors constituting the initial board of directors of the corporation is 0 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

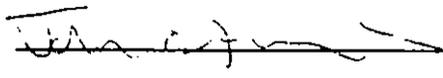
Title	Name	Address
President	Felicia Revens	5757 Post Road, East Greenwich, RI 02818

9. The name and address of each incorporator is:

Name	Address
John C. Revens, Jr.	946 Centerville Road, Warwick, RI 02886

10. Date when corporate existence to begin: Upon filing
(not more than 30 days after filing of these articles of incorporation)

Dated March 10, 1998

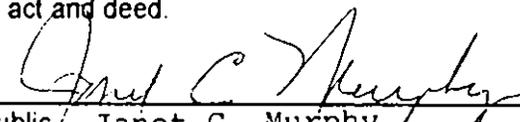


Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF KENT

In Warwick, on this 10th day of March, 1998, personally appeared before me John C. Revens, Jr.

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.



Notary Public/ Janet C. Murphy
My Commission Expires: 8/01/2001

CONSENT TO USE CORPORATE NAME

The undersigned, President of FELICIA'S COFFEE, INC., on behalf of said corporation, hereby consents pursuant to R.I.G.L. §7-1.1-7 to a corporation being formed under the name of FELICIA'S COFFEE/WARWICK, INC.

FELICIA'S COFFEE, INC.

BY: *Felicia Revens*
Felicia Revens, President

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By *Q1659*