

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON D. C. 20549**

**FORM 10-QSB**

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the quarterly period ended of June 30 ,2002

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number \_\_\_\_\_

MEDINA COFFEE, INC.

(Exact name of registrant as specified in its charter)

<u>Nevada</u>	<u>88-0442833</u>
(State or other jurisdictions of incorporation or organization)	(I.R.S. Employer Identification No.)

P.O. Box 741, Bellevue, Washington, 98009  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (425) 453-0355

**Check whether the issuer**

(1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and

(2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

As of June 30, 2002 the registrant had 1,102,100 shares of Common Stock outstanding with a par value of \$0.001 par value.

**MEDINA COFFEE, INC.**

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## **PART 1 - FINANCIAL INFORMATION**

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### **ITEM 1. FINANCIAL STATEMENTS.**

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The information in this report for the six months ended June 30, 2002 is unaudited but includes all adjustments (consisting only of normal recurring accruals, unless otherwise indicated) which Medina Coffee, Inc (“Medina” or the “Company”) considers necessary for a fair presentation of the financial position, results of operations, changes in stockholders’ equity and cash flows for those periods.

The condensed consolidated financial statements should be read in conjunction with Medina’s financial statements and the notes thereto contained in Medina’s Annual Report on Form 10-KSB for the year ended December 31, 2001

Interim results are not necessarily indicative of results for the full fiscal year.

**MEDINA COFFEE, INC  
(FORMERLY MEDINA COPY, INC.)  
(A DEVELOPMENT STAGE COMPANY)**

**FINANCIAL STATEMENTS**

**June 30, 2002 AND 2001**

**MEDINA COFFEE, INC**

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**MEDINA COFFEE, INC**  
**(FORMERLY MEDINA COPY, INC.)**  
**(A Development Stage Company)**

**(Unaudited) Balance Sheet**

<u>Assets</u>	June 30, 2002	June 30, 2001	December 31, 2001	December 31, 2000
Current Assets				
Cash	\$ 9,580	\$ 25	\$ 20	\$ 315
Total Current Assets	9,580	25	20	315
Other Assets	0	0	0	0
TOTAL ASSETS	<u>\$ 9,580</u>	<u>\$ 25</u>	<u>\$ 20</u>	<u>\$ 315</u>
Liabilities and Stockholders' Equity				
Current Liabilities				
Officers Advances (Note #6)	\$ 3,980	\$ 2,650	\$ 3,780	1,000
Officers Notes Payable (Note #7)	0	0	0	0
Accounts Payable	2,000	2,000	2,000	2,000
Total Current Liabilities	5,980	4,650	5,780	3,000
Stockholders' Equity: Common Stock, \$.001 par value, authorized 100,000,000 shares; shares issued and outstanding 1,052,600 at 6/30/02; 900,100 at 6/30/01; 902,100 at 12/31/01 and 900,100 at 12/31/00	1,050	900	900	900
Additional paid in capital	16,000	900	1,100	900
Deficit accumulated during the development stage	(13,450)	(6,425)	(7,760)	(4,485)
Total Stockholders' Equity (Deficit)	(3,600)	(4,625)	(5,760)	(2,685)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	<u>\$ 9,580</u>	<u>\$ 25</u>	<u>\$ 20</u>	<u>\$ 315</u>

See accompanying notes

**MEDINA COFFEE, INC**  
**(FORMERLY MEDINA COPY, INC)**  
**(A Development Stage Company)**

**(Unaudited) Statement of Operations**

	Six Months Ended June 30, 2002	Six Months Ended June 30, 2001	Year Ended Dec 31, 2001	Year Ended Dec 31, 2000	Oct 4, 1999 (inception) to June 30, 2002
Income					
Revenue	\$ -	\$ -	\$ -	\$ -	\$ -
Expenses					
General and Administrative	5,690	1,940	3,275	3,485	13,450
Total Expenses	5,690	1,940	3,275	3,485	13,450
Net Loss	<u>\$ (5,690)</u>	<u>\$ (1,940)</u>	<u>\$ (3,275)</u>	<u>\$ (3,485)</u>	<u>\$ (13,450)</u>
Net Loss Per Share					
Basic and Diluted	(\$0.0056)	(\$0.0022)	(\$0.0036)	(\$0.0039)	(\$0.0146)
Weighted average number of common shares outstanding	<u>1,013,933</u>	<u>900,267</u>	<u>902,100</u>	<u>900,100</u>	<u>920,858</u>

See accompanying notes

**MEDINA COFFEE, INC**  
**(FORMERLY MEDINA COPY, INC.)**  
**(A Development Stage Company)**

**(Unaudited) Statement of Stockholders' Equity**

	Common Stock		Additional Paid-In Capital		Deficit accumulated during development stage
	Shares	Amount			
Balance December 31, 2000	900,100	\$ 900	\$ 900		\$ (4,485)
Net loss six months ended June 30, 2001					(1,940)
Balance June 30, 2001	900,100	\$ 900	\$ 900		\$ (6,425)
Balance December 31, 2001	902,100	\$ 900	\$ 1,100		\$ (7,760)
Issue for Cash	150,500	\$ 150	\$ 14,900		0
Net loss six months ended June 30, 2002					(5,690)
Balance June 30, 2002	1,052,600	\$ 1,050	\$ 16,000		\$ (13,450)
October 4, 1999 issued for cash	900,100	\$ 900	\$ 900		\$ 0
Net loss, October 4, 1999 (inception) to December 31, 2000					(4,485)
Balance December 31, 2000	900,100	900	900		(4,485)
Issued for Cash	2,000	0	200		0
Net loss year ended December 31, 2001					(3,275)
Balance December 31, 2001	902,100	\$ 900	\$ 1,100		\$ (7,760)

See accompanying notes



**MEDINA COFFEE, INC**  
**(FORMERLY MEDINA COPY, INC)**  
**(A Development Stage Company)**

**(Unaudited) Statement of Cash Flows**

	Six Months Ended June 30, 2002	Six Months Ended June 30, 2001	Year Ended Dec 31, 2001	Year Ended Dec 31, 2000	Oct 4, 1999 (inception) to June 30, 2002
Cash Flows from Operating Activities					
Net (Loss)	\$ (5,690)	\$ (1,940)	\$ (3,275)	\$ (3,485)	\$ (13,450)
Adjustments to reconcile net loss to cash (used) in operating activities					
Changes in assets and liabilities					
Accounts Payable	0	0	0	1,000	2,000
Officers Notes Payable	0	0	0	(1,000)	0
Officers Advances Payable	200	0	2980	1000	3,980
Net Cash (used) in operating results	(5,690)	(290)	(295)	(2,485)	(7,470)
Cash Flows from Financing Activities					
Proceeds from issuance of stock	15,050	0	0	0	17,050
Net increase (decrease) in cash	9,560	(290)	(295)	(2,485)	9,580
Cash at Beginning of Period	20	315	315	2,800	0
Cash at End of Period	\$ 9,580	\$ 25	\$ 20	\$ 315	\$ 9,580

See accompanying notes

**MEDINA COFFEE, INC**  
**(FORMERLY MEDINA COPY, INC)**  
**(A DEVELOPMENT STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**June 30, 2002 and 2001**  
**(Unaudited)**

**Notes 1 - History and Organization of the Company**

The Company was organized October 4, 1999, under the laws of the State of Nevada as Medina Copy, Inc. The Company currently has no operations and, in accordance with SFAS # 7 is considered a development stage company.

On October 4, 1999, the Company issued 900,100 shares of its \$0.001 par value common stock for cash of \$1,800. On November 30, 2001, the Company issued 2,000 shares of its \$0.001 par value common stock for cash of \$200. On February 25, 2002, the Company issued 69,000 shares of its \$0.001 par value common stock for cash of \$6,900. On March 15, 2002, the Company issued 81,500 shares of its \$0.001 par value common stock for cash of \$8,150.

On October 6, 1999, the Company changed its name to Medina Coffee, Inc.

The Company has devoted substantially all of its present efforts to: (1) researching the espresso cart industry; (2) searching the Puget Sound Area for potential sites to place an espresso cart; (3) developing a business plan; and (4) preparing an SB-1 prospectus offering to allow the Company to raise capital and test the interest of investors in the espresso cart industry.

**Note 2 - Accounting Policies and Procedures**

The Company has not determined its accounting policies and procedures, except as follows:

The Company uses the accrual method of accounting.

Earnings per share is computed using the weighted average number of shares of common stock outstanding.

The Company has not yet adopted any policy regarding payment of dividends. No dividends have been paid since inception.

In April 1998, the American Institute of Certified Public Accountant's issued Statement of Position 98-5 ("SOP 98-5"), Reporting on the Costs of Start-up Activities which provides guidance of the financial reporting of start-up costs and organization costs. It requires costs of start-up activities and organization costs to be expensed as incurred. SOP 98-5 is effective for fiscal years beginning after December 15, 1998, with initial adoption reported as the cumulative effect of change in accounting principle.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

**Note 3 - Warrants and Options**

There are no warrants or options outstanding to issue any additional shares of common stock of the Company.

**Note 4 - Going Concern**

The Company's financial statements are prepared using the generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company has no current source of revenue. Without realization of additional capital, it would be unlikely for the Company to continue as a going concern. It is management's plan to seek additional capital through further equity financing's and seeking necessary bank loans.

**Note 5 - Related Party Transactions**

The Company neither owns nor leases any real or personal property. Office services are provided without charge by Harry Miller, the sole officers and director of the Company. Such costs are immaterial to the financial statements and accordingly, have not been reflected therein. The sole officer and director of the Company is involved in other business activities and may in the future, become involved in other business opportunities. If a specific business

opportunity becomes available, he may face a conflict in selecting between the Company and his other business interests. The Company has not formulated a policy for the resolution of such conflicts.

#### **Note 6 - Officers Advances**

While the Company is seeking additional capital, an officer of the Company has advanced funds to the Company to pay for costs incurred by it. These funds are interest free. The balances due to Mr. Miller were \$3,980 and \$2,650 on June 30, 2002 and June 30, 2001 respectively.

#### **Note 7 - Officers Notes Payable**

Mr. Harry Miller loaned the Company, \$1,000 on October 5, 1999, \$510 on June 11, 2001, \$2,000 on June 18, 2001, \$140 on September 14, 2001 and \$1,000 on September 17, 2001 to cover legal costs and filing fees associated with incorporating the Company. The loan is evidenced by way of a promissory note, the note carries no interest and is payable in five years. The balance due to Mr. Miller were \$0 and \$0 on June 30, 2002 and 2001 respectively.

#### **Note 8 - Subsequent Events**

In July 2002 Medina Coffee purchased an espresso cart. The cart is presently located at the Bellevue Art Museum. Commencement of cart operations is awaiting completion of the City of Bellevue permitting process and finalization of an agreement with the Bellevue Art Museum.

The agreement will include a cost and profit sharing arrangement between Medina Coffee and Bellevue Art Museum. Medina Coffee will manage operation of the Bellevue Art Museum café as well.

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## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

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### General

The following discussion and analysis should be read in conjunction with the financial statements, including the notes thereto, appearing elsewhere in this document.

### Overview

Since Medina was formed on October 4, 1999, Medina has been involved in research of the espresso coffee cart market, preparing and clearing a public offering document and scouting for suitable equipment and site for its proposed business. During this time, there have been no revenues from operations. Without revenues to offset expenditures, Medina has reported a loss in each of its years of existence. To June 30, 2002, Medina has financed its operations through a private placement and loans from its sole shareholder. Medina raised \$15,500 in a registered offering during the quarter ended March 31, 2002.

During the quarter ended June 30, 2002, Medina entered into negotiations with two separate parties to set up an espresso cart in Bellevue, Washington. One of these negotiations have since progressed and the other was abandoned.

In July the Bellevue Art Museum entered into a verbal agreement with Medina. Under the terms of this agreement Medina will set up an espresso cart outside the Bellevue Art Museum and takeover the management of the 510 Café located inside the Bellevue Art Museum. A formal written agreement is expected to be signed within the next week.

Medina obtained and delivered its first espresso cart to the Bellevue Art Museum on July 30, 2002. The espresso cart should be open for business no later than the third week of August. Medina is currently in the process of obtaining all necessary permits for operation of the espresso cart. The 510 Café is currently operational and Medina will take over its management on signing of the formal written agreement between the parties.

### Plan of Operation

Medina has achieved items one and two, and is well on its way to achieving item three, of its original Plan of Operation set out in the quarterly statements for Medina filed for the period ending March 31, 2002. During the next six months Medina expects to focus on the following:

1. Establish an operations procedural manual to ensure that each espresso cart/café provides a consistent quality product and a superior level of customer service.
2. Increase the awareness of the local community of Medina's operations through marketing and promotions.
3. Evaluate the operating success of the first espresso cart in first three months of from date of operation and fine tune operation procedures and future growth plans.
4. Determine the number of feasible locations in which espresso carts will be placed.

Depending on the amount of capital resources available to it, during the next 12 months Medina anticipates opening up to five additional espresso carts in the Bellevue, Medina and Seattle area. This number may not be realistic as it may not be possible to fund all new espresso carts with funds generated from sales. Therefore Medina will have to give consideration to either debt financing or issuing more of its common stock.

Medina did not expect its initial negotiations with the Bellevue Art Museum would lead to Medina's management of 510 Café. It was an opportunity which on examination made sense for Medina and the Bellevue Art Museum. Medina does not believe its management of the 510 Café will take away from the original business purpose of Medina.

Medina anticipates the following expenditures over the next three months:

Equipment for espresso cart <sup>(1)</sup>	\$ 4,195
Labor for six months <sup>(2)</sup>	\$ 6,000
Rent or lease expenses (six months) <sup>(3)</sup>	\$ 0
Miscellaneous	\$ 1,000
<b>Total cost:</b>	<b>\$ 11,195</b> =====

1. Medina acquired its first espresso cart in July 2002 for \$ 4,195.
2. Labor costs are higher than originally anticipated as Medina anticipates it will need three employees to operate the espresso cart and 510 Café. One employee will be full time and two will be part time.
3. Medina does not pay a rent to the Bellevue Art Museum in connection with its espresso cart operations.

Medina's plans over the next twelve months will require substantial capital investment. The monies raised in Medina's recent registered offering will not be sufficient to finance Medina's operation over the next twelve months. Management of Medina estimates it will need a minimum of \$80,000 over the next twelve months to implement its business strategy.

Medina intends to pay for its expansion using cash generated from sales of operating espresso carts, capital stock, notes and/or assumption of indebtedness. There can be no assurance, however, that sales from operation will materialize or that Medina will be able to secure financing on terms satisfactory to Medina, if at all. Failure by Medina to obtain sufficient additional capital in the future will limit or eliminate Medina's ability to implement its business strategy. Future debt financings, if available, may result in increased interest and amortization expense, increased leverage, decreased income available to fund further acquisitions and expansion, and may limit Medina's ability to withstand competitive pressures and render Medina more vulnerable to economic downturns. Future equity financings may dilute the equity interest of existing stockholders.

#### **Six months ended June 30, 2002 versus Six months ended June 30, 2001**

##### **Results of Operations.**

As of June 30, 2002 Medina's only activity has involved the continued investigation, feasibility, and opportunity of an espresso cart business in various areas of the Puget Sound, the completion of its Form SB-1 registered offering, and its initial negotiations for two possible site locations in Bellevue, Washington.

##### **Revenue.**

Medina has had no revenue since inception. Medina expects to start generating a modest revenue in August 2002 when Medina's first espresso cart is operational and Medina takes over the management of the 510 Café at the Bellevue Art Museum.

##### **Loss Per Period/General and Administrative Expenses.**

Medina's net loss for the six months ended June 30, 2002 was \$5,690 or approximately \$3,750 more than recorded for the same period in 2001. The majority of the costs and expenses Medina has incurred over the last three months have been related to the registered financing of Medina and the cost of compliance with SEC filing requirements as a 12g reporting company. The majority of these costs and expenses have been covered by the funds received from Medina's registered offering.

##### **Liquidity and Capital Resources.**

As of June 30, 2002 Medina had \$9,580 in cash, no assets and \$5,980 in liabilities of which \$3,980 is a promissory note to Mr. Miller. The note carries no interest and is payable in five years. During the quarter ended March 31, 2002, Medina received \$15,050 from the sales of its equity securities under a registered offering. Medina did not sell any further securities in the quarter ended June 30, 2002.

## **Recent Accounting Pronouncements**

In June 1998, the FASB issued SFAS 133, "Accounting for Derivative Instruments and Hedging Activity," which was subsequently amended by SFAS 137, "Accounting for Derivative Instruments and Hedging Activities: Deferral of Effective Date of FASB 133" and Statement No. 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities: an amendment of FASB Statement No. 133." SFAS 137 requires adoption of SFAS 133 in years beginning after June 15, 2000. SFAS 138 establishes accounting and reporting standards for derivative instruments and addresses a limited number of issues causing implementation difficulties for numerous entities. The Statement requires us to recognize all derivatives on the balance sheet at fair value. Derivatives that are not hedges must be recorded at fair value through earnings. If the derivative qualifies as a hedge, depending on the nature of the exposure being hedged, changes in the fair value of derivatives are either offset against the change in fair value of hedged assets, liabilities, or firm commitments through earnings or are recognized in other comprehensive income until the hedged cash flow is recognized in earnings. The ineffective portion of a derivative's change in fair value is recognized in earnings. The Statement permits early adoption as of the beginning of any fiscal quarter. SFAS 133 will become effective for our first fiscal quarter of fiscal year 2002 and we do not expect adoption to have a material effect on our financial statements.

In December 1999, the SEC issued SAB 101, "Revenue Recognition in Financial Statements." SAB 101 summarizes certain aspects of the staff's views in applying generally accepted accounting principles to revenue recognition in financial statements. On March 24, 2000 and June 26, 2000, the SEC issued Staff Accounting Bulletin No. 101A and No. 101B, respectively, which extend the transition provisions of SAB 101 until no later than the fourth quarter of fiscal years beginning after December 15, 1999, which would be December 31, 2000 for us.

In March 2000, the FASB issued FIN 44, Accounting for Certain Transactions Involving Stock Compensation - an Interpretation of APB No. 25, Accounting for Stock Issued to Employees". This Interpretation clarifies (a) the definition of employee for purposes of applying Opinion 25, (b) the criteria for determining whether a plan qualifies as a non-compensatory plan, (c) the accounting consequences of various modifications to the terms of a previously fixed stock option or award, and (d) the accounting for an exchange of stock compensation awards in a business combination. This Interpretation is effective July 1, 2000, but certain conclusions in this Interpretation cover specific events that occur after either December 15, 1998, or January 12, 2000. To the extent that this Interpretation covers events occurring during the period after December 15, 1998, or January 12, 2000, but before the effective date of July 1, 2000, the effects of applying this Interpretation are recognized on a prospective basis from July 1, 2000.

## **"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995**

This Form 10-QSB report may contain certain "forward-looking" statements as such term is defined in the Private Securities Litigation Reform Act of 1995 or by the Securities and Exchange Commission in its rules, regulations and/or releases, which represent our expectations or beliefs, including but not limited to, statements concerning our economic performance, financial condition, growth and marketing strategies, availability of additional capital, ability to attract suitable personal and future operational plans. For this purpose, any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the generality of the foregoing, words such as "may," "will," "expect," "believe," "anticipate," "intend," "could," "estimate," "might," or "continue" or the negative or other variations thereof or comparable terminology are intended to identify forward-looking statements. These statements by their nature involve substantial risks and uncertainties, certain of which are beyond our control, and actual results may differ materially depending on a variety of important facts, including but not limited to those risk factors Company's Amended Registration Statement on Form SB-1 filed with the Securities and Exchange Commission on January 8, 2002.

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## **ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

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Medina's primary market risk exposure is that of interest rate risk on borrowings under our credit lines, which are subject to interest rates based on the banks' prime rate, and a change in the applicable interest rate that would affect the rate at which we could borrow funds or finance equipment purchases.

## **PART II - OTHER INFORMATION**

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### **ITEM 1. LEGAL PROCEEDINGS**

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To Medina's knowledge, no lawsuits were commenced against Medina during the quarter ended June 30, 2002, nor did Medina Commence any lawsuits during the same period.

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### **ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS**

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#### **Changes in Securities**

None.

#### **Recent Sales of Unregistered Securities**

None.

#### **Recent Sales of Registered Securities**

None.

#### **Use of Proceeds**

Not applicable.

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### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

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Not applicable.

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### **ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

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Not applicable.

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### **ITEM 5. OTHER INFORMATION**

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Not applicable.

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### **ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K**

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- (a) Reference is made to the Index of Exhibits included herein.
- (b) Reports on Form 8-K.

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**SIGNATURES**

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MEDINA COFFEE, INC.  
(Registrant)

Date: August, 2002

By: /s/ Harry Miller/  
Harry Miller  
Chief Executive Officer, President,  
Secretary  
and Director



## **MEDINA COFFEE, INC**

### **INDEX TO EXHIBITS**

#### **Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
3.1 *	Articles of Incorporation filed on October 4, 1999 with the Secretary of The State of Nevada;
3.2 *	Certificate of Amendment filed October 6, 1999 with the Florida Department of State to change name;
3.3 *	By-laws as Adopted on October 5, 1999.
4 *	Subscription Agreement
10.1 *	Promissory Note dated October 5, 2000
10.2 *	Consent of Accountant
11.1 *	Opinion Re Legality
11.2 *	Consent of Attorney

#### **\*Documents Incorporated by Reference**

- (1) Documents previously filed as exhibits to Form 10SB as filed on April 25, 2002 and incorporated herein by this reference.