

PA9000104763

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
99 NOV 29 AM 8:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2 TALK CAFFE ENTERPRISES, INC.

SUBJECT: _____
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$70.00

\$78.75

\$122.50

\$131.25

Filing Fee

Filing Fee
& Certificate

Filing Fee
& Certified Copy

Filing Fee
Certified Copy &
Certificate

FROM: _____

D. Sutton

Name

7600 Apple Tree Cir..

Address

Orlando, FL 32819

City, State & Zip

(407) 363-7818

Daytime Telephone number

500003055935--0
-11/29/99--01145--014
*****78.75 *****78.75

ARTICLES OF INCORPORATION OF 2 TALK CAFFE ENTERPRISES, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I, Name

The name of the corporation shall be:
2 Talk Caffe Enterprises, Inc.

Article II, Mailing Address

The mailing address of this corporation shall be:
6917 Municipal Dr., Orlando, FL 32819

Article III, Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1000 Shares with \$ 1.00 Par Value.

Article IV, Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Leila B. Aguiar
Address: 8433 Little Leaf Ct., Orlando, FL 32835

Article V, Incorporator.

The name and address of the Incorporator to these Articles of Incorporation is:

Leila B. Aguiar
Address: 8433 Little Leaf Ct., Orlando, FL 32835

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Article VI, Purpose.

The purpose of this corporation shall be the restaurant and all related food businesses, as well as to commerce, sell, buy, service, import and export all types of merchandise goods and services, and to be the representative of other companies if so is desired. This Corporation will trade with international and national corporations and individuals alike, always respecting the regulations existing in those areas. These objectives should not affect the capability to do all other businesses under the Laws of the United States of America and the State of Florida.

Article VII, Initial Board of Directors and Officers.

The names and Post Office Addresses of the members of the first board of directors and Officers are:

Candido da Mata Ribeiro Filho - Director, President, Vice President,
Treasurer and Secretary

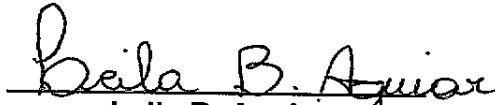
Postal address at:
8404 Tangelo Tree Dr.
Orlando, FL 32836

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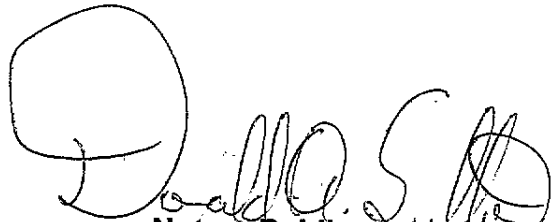
Affidavit

State of Florida, Orange County.

Before me this day personally appeared Leila B. Aguiar, who being duly sworn, deposed and said that he is the Incorporator of 2 Talk Caffe Enterprises, Inc. and is hereby duly authorized, responsible and apt to incorporate according to the Statutes of the State of Florida.


Leila B. Aguiar

Sworn to and subscribed before me this 24th day of November, 1999.


Notary Public



Donald A. Sutton
MY COMMISSION # CC720667 EXPIRES
May 31, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

2 TALK CAFFE ENTERPRISES, INC.

1. The name of the corporation is: _____

2. The name and address of the registered agent and office is:

LEILA B. AGUIAR

(Name)

8433 LITTLE LEAF CT.

(P.O.Box not acceptable)

ORLANDO, FL 32835

(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Leila B. Aguiar
(signature)

Donald A. Sutton

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 24 day of Nov, 1999, by Leila B Aguiar

Personally Known OR Produced Identification _____
Type of Identification Produced _____



Donald A. Sutton
MY COMMISSION # CC720667 EXPIRES
May 31, 2002
BONDED THRU TROY FARM INSURANCE, INC.