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April 13, 2000

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

RE: Articles of Incorporation for Carlucci's Italian Market, Inc. and Articles of Amendment to Articles of Incorporation for First Trust Mortgage Funding Corp.

Dear Sir/Madam:

Enclosed find two originals of the Articles of Incorporation for the above-referenced corporation to be filed by way of your regular non-expedited service. Please fax a copy of the Articles after they have been marked as "Filed" and return a certified copy of the Articles to the attention of the undersigned. Also enclosed find an original and a photocopy of the Articles of Amendment for the above referenced corporation to be filed by way of your regular non-expedited service. Please also fax a copy of the Amended Articles after they have been marked as "Filed" and return a certified copy of the Amended Articles to the attention of the undersigned.

Two checks are enclosed made payable to the Division of Corporations. One check to cover the \$78.75 filing and certified copy fee for the Articles of Incorporation and one check in the amount of \$43.75 to cover the filing and certified copy fees for the Articles of Amendment.

Very truly yours,

BARBIERI & SCRENCI, P.A.

Leanne Rayburn
For Stephen W. Screnci
Stephen W. Screnci
For the Firm

SWS:jar

FILED
00 APR 14 PM 1:53
TALLAHASSEE, FLORIDA

CC
4-19-00

Articles of Incorporation of Carlucci's Italian Market, Inc.

We, the undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME AND EFFECTIVE DATE

The name of the corporation shall be **Carlucci's Italian Market, Inc.**

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1.00 par value per share.

ARTICLE IV PRINCIPAL ADDRESS AND REGISTERED OFFICE AND ADDRESS

The principal address and the initial registered office of the corporation is **7682 Wiles Road, Coral**

Springs, Florida 33067 and the name of the initial registered agent of the corporation at that office is **Audrey M. Troia**.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE VII
PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VIII
BOARD OF DIRECTORS & DESIGNATION OF INITIAL DIRECTOR

The name and address of the initial directors of the corporation are **Rosario Troia** and **Audrey M. Troia**, of **7682 Wiles Road, Coral Springs, Florida 33067**.


ARTICLE IX
BY-LAWS

The initial By-Laws of the corporation shall be adopted by vote of the directors of the corporation. Thereafter, the By-Laws of the corporation may be amended, modified or repealed as provided by the By-Laws.

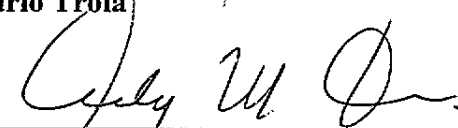
ARTICLE X
SUBSCRIBER

The name and street address of the subscribers to these Articles of Incorporation are Rosario Troia and Audrey M. Troia, of 5370 N.W. 103rd Way, Coral Springs, Florida 33076.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 5th day of April, 2000



Rosario Troia

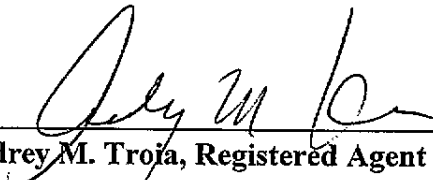


Audrey M. Troia

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ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Audrey M. Troia, Registered Agent

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00 APR 14 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

