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Lorraine F. Bird
1365 Snell Isle Blvd #2A
St. Petersburg, Florida 33704
Telephone: (727) 894-3422

April 29, 2000

FILED
MAY - 1 AM 10:29
TALLAHASSEE FLORIDA
SECRETARY OF STATE

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

Re: Buon Giorno Cafe, Inc.

000003232630--8
-05/01/00--01091--018
*****70.00 *****70.00

Dear Sir/Madam:

Please file the enclosed articles of incorporation and send acknowledgement to me at your earliest convenience. I have enclosed a personal check for the filing fee.

Thank you for your assistance.

Respectfully,

Lorraine F. Bird

Lorraine F. Bird
Incorporator and Registered Agent

Enclosures a/s

S. Thompson MAY 02 2000

no copy

**ARTICLES OF INCORPORATION
OF**

Buon Giorno Cafe, Inc.

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 1: NAME

The name of the corporation shall be: Buon Giorno Cafe, Inc.

ARTICLE 2: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 269 Central Avenue, St. Petersburg, Florida 33701.

ARTICLE 3: SHARES

All stock issued by this Corporation shall be common voting stock of a single class. The number of shares of stock that this corporation is authorized to have outstanding at any time is: 900

ARTICLE 4: INITIAL REGISTERED AGENT AND REGISTERED OFFICE

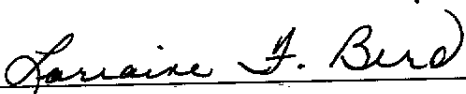
The name of the initial registered agent is Lorraine Bird, whose registered office is located at: 1365 Snell Isle Blvd., #2A, St. Petersburg, Florida 33704.

ARTICLE 5: INCORPORATORS

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

Lorraine F. Bird 1365 Snell Isle Blvd. #2A, St. Petersburg, Florida 33704.

The undersigned incorporator has executed these Articles of Incorporation this 29th Day of April 2000.



Signature

FLORIDA DEPARTMENT OF STATE

Secretary of State

STATEMENT OF CONSENT OF REGISTERED AGENT

FILED
00 MAY - 1 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State of Florida:

1. The name of the corporation is:

Buon Giorno Cafe, Inc.

2. The name and address of the initial registered agent and office are as follows:

Lorraine F. Bird
1365 Snell Isle Blvd #2A
St. Petersburg, FL 33704

3. 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.


Lorraine F. Bird, Registered Agent