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TRANSMITTAL LETTER

FILED
00 AUG 30 AM 9:28
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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

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-08/30/00--01028--004
*****87.50 *****87.50

SUBJECT:

RISTORANTE SCARPATTI, INC.

Enclosed an original two(2) copys of the articles of incorporation and a
check for:

- \$ Fee, 87.50 for Filing Certified Copy & Certificate

FROM

DORIS BONNET INCOME TAX & ACCOUNTING SERVICES

2606 East Robinson St.
Orlando, FL 32803

407-228-6660 (Office)
407-228-6868 (Fax)

D. BROWN SEP - 5 2000

ARTICLES OF INCORPORATION

OF

RISTORANTE SCARPATTI, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be RISTORANTE SCARPATTI, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Department of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America. The services provided for the Restaruant will be to Italians Foods.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 160,000 shares of Capital Stock at \$1.00 (One Dollar) par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTICTIONS

No shareholder shall have the right to sell, assign, pledge, number, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If these corporations fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholders, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which is On File At This Corporation's Principal Office."

ARTICLES VII. INITIAL OFFICERS

The number of directors on this corporation's Initial Officers shall be 2. The number of officers may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. There will be no board of directors at the present time.

The names and addressee the individual who shall serve as a member of the Initial Officers are:

President, Treasury,

Jose Scarpatti
6216 Raleigh St. Apt. 702
Orlando, Fl 32835

Vice-President, Secretary
Kisha Cintron
6216 Raleigh St. Apt. 702
Orlando, Fl 32835

ARTICLES VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLES IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the physical address of this corporation's initial registered office shall be:

*Office Address:
6409 Raleigh Street
Orlando, FL 32835*

Mailing Address:

*6216 Raleigh St. Apt. 702
Orlando, FL 32835*

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

*Jose Scarpatti
6216 Raleigh St. Apt 702
Orlando, FL 32835*

ARTICLE X. INCORPORATORS

The names and address of the individual who shall serves as this corporation's incorporator is:

*Jose Scarpatti
6216 Raleigh St. Apt 702
Orlando, FL 32835*

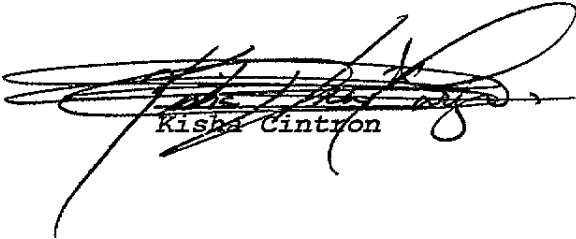
*Kisha Cintron
6216 Raleigh St. Apt. 702
Orlando, FL 32835*

ARTICLES XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the incorporators executed these articles of Incorporation these 28 days of August 2000.


Jose Scarpatti


Kisha Cintron

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA, NAMING
AGENT UPON WHO PROCESS MAY BE SERVED.**

In compliance with their Florida Business Corporation Act, the following is submitted:

That RISTORANTE SCARPATTI, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Orlando, County of Orange, State of Florida, has named:

I'm accepting being Registered Agent

Jose Scarpatti

At the mailing Address:

6216 Raleigh St. Apt. 702
Orlando, FL 32835

Business Address:
6409 Raleigh St.
Orlando, FL 32835

As its agent to accept of process within this State.

Jose Scarpatti
Jose Scarpatti

Have been made to accept service of process for the above Stated Corporation, at the place designated in this capacity and agree to comply with the provisions of said act relative to keeping open said office

Jose Scarpatti
Jose Scarpatti