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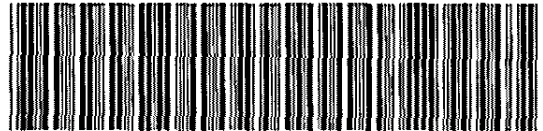
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STATE
TALLAHASSEE, FLORIDA

CB 6-1

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Richard D. Ahlquist

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May 25, 2004

Secretary of State
ATTENTION: Cynthia Blalock
P.O. Box 6327
Tallahassee, FL 32314

Please Reply to: **SARASOTA**

Re: Bacio's Italian Market and Deli Corp.
Document Number: W04000020006
Our File No. 17229-NC

Dear Ms. Blalock:

In reference to the above captioned matter, thank you for speaking with me today regarding the rejected filing of Bacio's Italian Market & Deli, Ltd. I have corrected the Articles of Incorporation to show the proper name as Bacio's Italian Market and Deli Corp. My client is in need of this corporation being established, thus you advised I could correct the Articles and forward them back to you without a copy of the rejection letter. Thank you again for your assistance in this matter. Should you have any questions or concerns, please do not hesitate to contact my assistant, Sherry or me. I remain,

Very truly yours,

**RICHARD D. AHLQUIST
& ASSOCIATES, P.A.**

Richard D. Ahlquist

RDA/ser

Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 24, 2004

RICHARD D. AHLQUIST, ESQ.
2088 HAWTHORNE ST
SARASOTA, FL 34239

SUBJECT: BACIO'S ITALIAN MARKET AND DELI, LTD.
Ref. Number: W04000020006

We have received your document for BACIO'S ITALIAN MARKET AND DELI, LTD. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filings Section

Letter Number: 504A00036247

**ARTICLES OF INCORPORATION
OF
BACIO'S ITALIAN MARKET AND DELI CORP.**

FILED
04 JUN -1 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is BACIO'S ITALIAN MARKET AND DELI CORP.

ARTICLE II

- A. This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.
- B. The general nature of this business to be transacted by this corporation is: wholesale and retail operation of an Italian Market and Deli.

ARTICLE III

The aggregate number of shares of stock which the corporation shall have the authority to issue is Five Hundred (500) shares of Common Stock with a par value of One Dollar (\$1.00) per share.

The corporation shall issue only one class of capital stock. That class shall be Common Stock, and it shall be issued in such a manner as to qualify for treatment under United States Internal Revenue Code Sections 1244 and 1371. Existing Stockholders shall have a proportional preemptive right in all issues of stock subsequent to their becoming stockholders.

ARTICLE IV

The initial street address of the corporation's principal office and mailing address is Bacio's Italian Market and Deli, Ltd., c/o Vincent Caruso, an Officer and Director, 2133 Oak Ford Road, Sarasota, Florida 34240, and the name of the corporation's initial Registered Agent at below address is Richard D. Ahlquist.

ARTICLE V

The corporation shall have two (2) Directors initially whose name and address is set forth below:

Vincent Caruso
Frank Visconti

THEREAFTER, the number of the members of the Board of Directors shall be set by By-Laws, but, in no instance, shall be less than one (1) or more than four (4).

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in any other corporation, or are Directors or officers of any other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of this corporation who is also a Director or officer of such other corporation or member of such firm, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or Director of such other corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or Director of such other corporation or member of such firm, or not so interested.

ARTICLE VIII

- A. The power to adopt the By-Laws of this corporation, to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors of this corporation; provided, however, that any By-Law or Amendment hereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new By-Law in lieu thereof may be adopted by vote of the stockholders. No By-Law which has been altered, amended or repealed by vote of the Board of Directors or Shareholders shall be effective until two (2) years shall have expired since such action by vote of such Stockholders or Board of Directors unless approved jointly by the Board of Directors and Shareholders.
- B. The By-Laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the

affair and business of the corporation, provided that same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation, Sarasota, Florida, on this 25th day of May, 2004.

Existing shareholders shall have a proportional preempted right to purchase as to all issues of stock authorized subsequent to their becoming shareholders.

Sheryl L. Rosner
Natalie Pileggi

Richard D. Ahlquist
RICHARD D. AHLQUIST, ESQ.
Incorporator and Subscriber

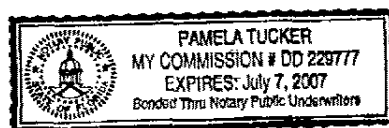
STATE OF FLORIDA)
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared RICHARD D. AHLQUIST, well known to me to be the individual described in and who executed the foregoing instrument in writing and they acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Sarasota, in the County and State aforesaid, this 25 day of May, 2004.

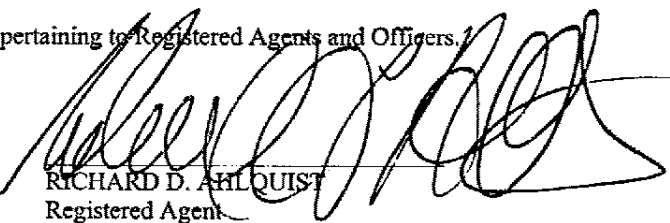
Pam Tucker
NOTARY PUBLIC

My Commission Expires: ---



ACCEPTANCE OF REGISTERED AGENT DESIGNATION

The undersigned individual having been named as Registered Agent for the above-stated corporation in Article IV, at the place designated in said Article, hereby accepts to act in the capacity of Registered Agent, and agrees to comply with the pertinent provisions of the Florida Statutes pertaining to Registered Agents and Officers.


RICHARD D. AHLQUIST
Registered Agent
2088 Hawthorne Street
Sarasota, Florida 34239

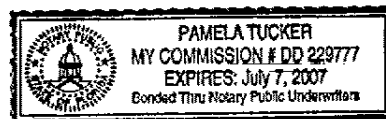
STATE OF FLORIDA)
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared RICHARD D. AHLQUIST, well known to me to be the individual described in and who executed the foregoing instrument in writing and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Sarasota, in the County and State aforesaid, this 25th day of May, 2004.


NOTARY PUBLIC

My Commission Expires:



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