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2004 SEP 27 AM 10:11
TALLAHASSEE FLORIDA

9/29/04

General Counsel Advisors, P.A.

FILED

2004 SEP 27 AM 10:11

September 24, 2004

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Testa Rossa Caffé Florida, Inc.

To Whom It May Concern:

We represent Testa Rossa Caffé Florida, Inc., please find Articles of Incorporation and a check in the amount of \$78.85 for filing fees, a registered agent designation and a certified copy. If you have any questions or concerns please feel free to call. Thank you for your attention to this.

Sincerely,



Kenneth S. Gluckman

ARTICLES OF INCORPORATION
OF
TESTA ROSSA CAFFÈ FLORIDA, INC.

FILED
2004 SEP 27 AM 10:11
CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the Corporation is: **Testa Rossa Caffè Florida, Inc.** (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is: 7602 Sandstone Drive, Orlando, Florida 32836.

ARTICLE III - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE IV-STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is: five thousand (5,000) shares, consisting of (a) three thousand (3,000) shares of Common Stock, par value \$.01 per share (the "Common Stock"), (b) one thousand (1,000) shares of Series A Non-Voting Preferred Stock, par value \$.01 per share (the "Series A Stock") and (b) one thousand (1,000) shares of Series B Convertible Redeemable Preferred Stock, par value \$.01 per share (the "Series B Stock")

A statement of the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation, is as follows:

A. Common Stock.

1. General. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same powers, preferences, qualifications, limitations, privileges, and other rights.

2. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors of the Corporation (the "Board") authorizing the issuance of any class or series of the Series B Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock and each holder of shares of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation.

3. Dividends. Subject to the rights of the holders of the Series A Stock and Series B Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends (payable in cash, stock or otherwise) as the Board may from time to time determine,

payable to stockholders of record on such date or dates as shall be fixed for such purpose by the Board in accordance with the Florida Business Corporation Act.

4. Other. The Common Stock and holders thereof shall have all such other powers and rights as provided by law.

B. Series A Non-Voting Preferred Stock

1. General. The Series A Stock may be issued from time to time in one or more classes, the shares of each class to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board as hereinafter prescribed and without the need for shareholder approval. Notwithstanding the foregoing, no share of Series A Stock will carry any right to vote or participate in the management of the Corporation in any manner.

2. Preferences. Authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Series A Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance of any such Series A Stock and, with respect to each class or series of the Series A Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

- (a) the number of shares to constitute the class and the designations thereof;
- (b) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;
- (c) whether or not the shares of a class shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;
- (d) the dividend rate, if any, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
- (e) the preferences, if any, and the amounts thereof that the holders of any class thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

- (f) such other rights or limitations with respect to any class as the Board may deem advisable and as provided by applicable law.

The shares of each class of the Series A Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Series A Stock designated for any existing class by a resolution adding to such class or series authorized and unissued shares of the Series A Stock not designated for any other class. The Board may decrease the number of shares of the Series A Stock designated for any existing class by a resolution, subtracting from such class unissued shares of the Series A Stock designated for such class, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Series A Stock.

C. Series B Convertible Redeemable Preferred Stock

3. General. The Series B Stock may be issued from time to time in one or more classes or series, the shares of each class to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class adopted by the Board as hereinafter prescribed and without the need for shareholder approval.

4. Preferences. Authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Series B Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance of any such Series B Stock and, with respect to each class of the Series B Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

- (a) whether or not the class is to have voting rights, full or limited, or is to be without voting rights;
- (b) the number of shares to constitute the class and the designations thereof;
- (c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class;
- (d) whether or not the shares of any class shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;
- (e) whether or not the shares of a class shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

- (f) the dividend rate, if any, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
- (g) the preferences, if any, and the amounts thereof that the holders of any class thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- (h) whether or not the shares of any class shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation's capital stock and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and
- (i) such other rights or limitations with respect to any class as the Board may deem advisable and as provided by applicable law.

The shares of each class of the Series B Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Series B Stock designated for any existing class by a resolution adding to such class authorized and unissued shares of the Series B Stock not designated for any other class. The Board may decrease the number of shares of the Series B Stock designated for any existing class by a resolution, subtracting from such series unissued shares of the Series B Stock designated for such class, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Series B Stock.

ARTICLE V – DIRECTORS AND OFFICERS

The initial director of the Corporation is: Adnan Bizri.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: General Counsel Advisors, P.A. and the initial registered agent of the corporation at that address is: 1001 N. Lake Destiny Road, Suite 300, Maitland, Florida 32751.

ARTICLE VII - BYLAWS

The Board is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation, subject to the power of the shareholders to adopt, amend, or repeal such Bylaws.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under applicable law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provision of these Articles of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INCORPORATOR

The name of the Incorporator of the Corporation is: Maya Import & Export, LLC, and its address is: 7602 Sandstone Drive, Orlando, Florida 32836.

IN WITNESS WHEREOF the undersigned has made and subscribed these Articles of Incorporation this 17th day of September, 2004.

Maya Import & Export, LLC

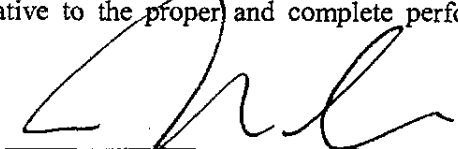
By: 

Adnan M. Bizri, Manager

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: September 11, 2004.


General Counsel Advisors, P.A.
Registered Agent

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