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February 9, 1995

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

00000140138120
-02/10/95-01116-0003
****122.50 ****122.50

Re: NANA'S ORIGINAL STROMBOLI .NC.

Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for the above-referenced corporation, and my operating account check in the amount of \$122.50 covering the various fees.

Please forward a certified copy of the Articles, and the Charter Number to this office at the above address via Federal Express pursuant to the enclosed prepaid airbill.

Thank you for your prompt attention to this matter.

Sincerely,


Edward de R. Cayia, P.A.

EC/ss

Enclosures

2/13/95
(TB)

ARTICLES OF INCORPORATION
OF
NANA'S ORIGINAL STROMBOLI, INC.

FILED
FEB 10 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be NANA'S ORIGINAL STROMBOLI, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized to engage in all business acts authorized under the laws of the State of Florida, and to do any and all other acts necessary to the fulfillment of such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 953 West Commercial Boulevard, Fort Lauderdale, FL 33318. The name of the initial registered agent of this corporation at that address is SCOTT FERNQUIST.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time according

to the ByLaws. The name and address of the initial Director of the corporation is: SCOTT FERNQUIST at 953 West Commercial Boulevard, Fort Lauderdale, FL 33318.

ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is as follows: SCOTT FERNQUIST, of 953 West Commercial Boulevard, Fort Lauderdale, FL 33318.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors and shareholders.

ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall not be resold or otherwise transferred to other persons unless such shares are first offered to the initial shareholders of the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE X. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder five (5) business days prior to the meeting date.

ARTICLE XI. SHAREHOLDER QUORUM AND VOTING

Fifty One percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative

vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XIII. DIRECTORS' TERMS

The shareholders of this corporation shall be entitled to remove any Director from office during his term.

ARTICLE XIV. DIRECTOR QUORUM AND VOTING

One Director shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors present shall be the act of the Board of Directors.

ARTICLE XV. INDEMNIFICATION

This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by law.

ARTICLE XVI. AMENDMENT

This corporation reserves the right to amend or repent any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 1 day of February, 1995.

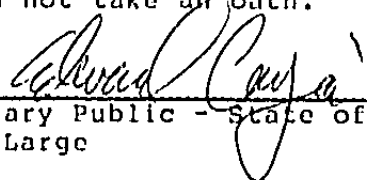


SCOTT FERNQUIST, Incorporator

RECEIVED
25 FEB 10 AM 9:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

1 The foregoing instrument was acknowledged before me on this day of February, 1995, by SCOTT FERNQUIST, identified by a Florida driver's license, who did not take an oath.



Notary Public - State of Florida
at Large

My commission expires:



EDY AND CAYIA
My Commission CC304903
Expires Aug. 07, 1997

The undersigned, having been named as Registered Agent to accept Service of Process for NANA'S ORIGINAL STROMBOLI, at 953 West Commercial Boulevard, Fort Lauderdale, FL 33318, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.



SCOTT FERNQUIST, Reg. Agent