

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

P95000020923

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

MAR 15 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AAK</u>	_____	_____	_____

WALK-IN Will Pick Up 3-15 12:00

RE: Italia Food Inc

C. FEE. _____ DISBURSED _____
 Capital _____
 Art. of Amend. File _____
 Corp. Record Search _____
 Ltd. Partnership File _____
 Foreign Corp. File _____
 () Cert. Copy(s) _____
EFFECTIVE DATE
MAY 1 1995

Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S- _____
 Fictitious Name File 100001429811
-03/15/95 - 01029 - 008
 ****122.50 ****122.50

Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____

Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s _____ Copies _____

Courier Service _____
 Shipping/Handling _____
 Phone () _____

Top Priority _____
 Express Mail Prep. _____
 FAX () _____ pgs. _____

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

ITALIA FOOD, INC.

FILED
95 MAR 15 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the Sole Incorporator of the Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST

The name of the Corporation is:

ITALIA FOOD, INC.

EFFECTIVE DATE
MAY 1 1995

SECOND

The period of duration of the Corporation shall be perpetual.

THIRD

The purposes, for which the Corporation is organized, is to engage in any activity or business permitted under the Laws of the United States of America and this State.

FOURTH

The aggregate number of shares that the Corporation shall have the authority to issue is One Thousand (1000) shares of Capital Stock with a par value of One Dollar and 00/100 (\$1.00) per share.

Initial Issue: Five Hundred shares of the Capital Stock of the Corporation shall be issued for cash, inventory, goods and merchandise at a par value of One Dollar and 00/100 (\$1.00) per share.

Stated Capital: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends: The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

No Classes or Series of Stock: The shares of stock of the Corporation shall not be divided into classes or series.

FIFTH

The address of the initial principal office of the Corporation is:

1828 South Third Street
Jacksonville Beach, Florida 32250

The mailing address of the Corporation is:

1828 South Third Street
Jacksonville Beach, Florida 32250

SIXTH

The name of the initial Registered Agent is: W. THOMAS COPELAND, whose mailing address is:

421 North Third Street
Jacksonville Beach, Florida 32250

SEVENTH

The initial Board of Directors shall consist of one (1) member who need not be a resident of the State of Florida nor a Shareholder of the Corporation.

EIGHTH

The name and address of the person who shall serve as the initial Director until the first annual meeting of Shareholders, or until his successor shall be elected and qualified, is as follows:

CARMELA FORESTA 1828 South Third Street
Jacksonville Beach, Florida 32250

NINTH

The name and address of the initial Incorporator is as follows:

CARMELA FORESTA 1828 South Third Street
Jacksonville Beach, Florida 32250

TENTH

The name and address of the person who shall serve as the Officer until the first annual meeting of Shareholders, or until his successor(s) has been elected and qualified, is as follows:

CARMELA FORESTA 1828 South Third Street
President/Secretary Jacksonville Beach, Florida 32250

ELEVENTH

Majority consent of the Stockholders of the Corporation shall be required for any Shareholder action.

TWELFTH

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholder's meeting, with not less than a majority vote of the common stock.

THIRTEENTH

The holders of the common stock of this Corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

FOURTEENTH

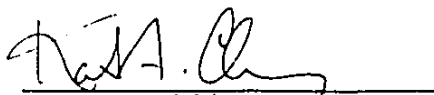
The effective commencement date of this corporation shall be May 1, 1995.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville Beach, Duval County, Florida, this 13 day of MARCH, 1995.


CARMELA FORESTA
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

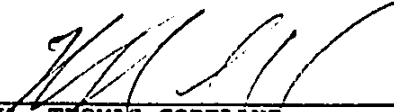
Sworn to and subscribed before me this 13 day of MARCH, 1995, by CARMELA FORESTA, who is personally known to me and who did/did not take and oath.


Notary Public



ACCEPTANCE

I, the undersigned, being a citizen of Duval County, Florida,
do hereby accept the designation of Registered Agent of the above-
named Corporation.



W. THOMAS COPELAND
Registered Agent
421 North Third Street
Jacksonville Beach, FL 32250

FILED
95 MAR 15 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000020923

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Italia Food, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Gen. Copy(s)		
<input checked="" type="checkbox"/> Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$ 35
DISBURSED.....	\$ 31.8
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK _____ OK per S.P.

WALK-IN
Will Pick Up 3:23 1200

Please remit Invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



RECEIVED
05 MAR 23 1995
FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 23, 1995

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: ITALIA FOOD, INC.
Ref. Number: P95000020923

We have received your document for ITALIA FOOD, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

This document should be entitled either Articles of Amendment or Restated Articles of Incorporation.

If you are filing Articles of Amendment, you must indicate which articles are being amended, and follow the format on the attached form.

If you wish to restate the articles in their entirety, follow the guideline set forth in Chapter 607.1007, F.S., a copy of which is attached.

The document you have submitted does not meet the requirements of the Florida Statutes. Attached are the proper forms and/or instructions.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Restated Articles of Incorporation for a Florida profit corporation are filed pursuant to section 607.1007, Florida Statutes. Enclosed is copy of chapter 607.

Please return 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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 895A00013169

Corrected

ARTICLES OF CORRECTION
TO
ARTICLES OF INCORPORATION
OF

ITALIA FOOD, INC.

FILED
55 MAR 28 PM 2:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Florida Statute, Section 607.0120, the Articles of Incorporation of ITALIA FOOD, INC., shall be corrected as follows:

Article Fourteen stated the incorrect commencement date.

Article Fourteen shall be corrected to read as follows:

"The effective date of this corporation shall be
March 15, 1995."

Directors of this corporation have not been elected.

Signed this 27 day of March, 1995.

Carmela Foresta
CARMELA FORESTA
Incorporator

ARTICLES OF INCORPORATION

OF

ITALIA FOOD, INC.

FILED

95 MAR 15 AM 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE

MAY 1 1995

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CARMELA FORESTA 1828 South Third Street
Jacksonville Beach, Florida 32250

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FOURTEENTH

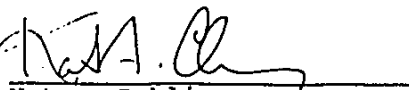
The effective commencement date of this corporation shall be May 1, 1995.

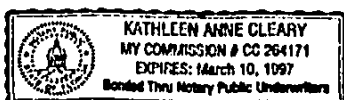
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville Beach, Duval County, Florida, this 13 day of MARCH, 1995.


CARMELA FORESTA
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL


Sworn to and subscribed before me this 13 day of MARCH, 1995, by CARMELA FORESTA, who is personally known to me and who did/did not take and oath.


Notary Public



ACCEPTANCE

I, the undersigned, being a citizen of Duval County, Florida,
do hereby accept the designation of Registered Agent of the above-
named Corporation.


W. THOMAS COPELAND
Registered Agent
421 North Third Street
Jacksonville Beach, FL 32250

FILED
95 MAR 15 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA