

Michael E. Shapiro
Law Offices

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From
Irwin S. Gars
Of Counsel

December 22, 1995
Via United Parcel Service

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Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Re: TUTTI'S CAFE, INC.

To whom it may concern:

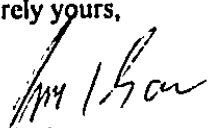
Enclosed please find original and one (1) copy of Articles of Incorporation for the above corporation.

Please forward the undersigned a certified copy of the Articles of Incorporation in the self addressed, stamped envelope which has been enclosed for your convenience.

Also enclosed, please a check in the sum of One Hundred Twenty Two and 50/100ths Dollars (\$122.50) for the filing fee.

Thank you.

Sincerely yours,


Irwin S. Gars

Enclosure
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FILED
95 DEC 26 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-1-96



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December 22, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Re: Tutti's Cafe, Inc.

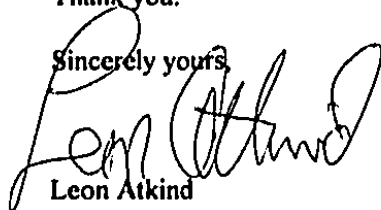
To whom it may concern:

The undersigned, as Secretary/Treasurer of Tutti's Too, Inc., Tutti's of North Miami Beach, and Tutti's, Inc., does hereby authorize the incorporation of Tutti's Cafe, Inc..

If you have any questions with reference to this matter, please call our attorney, Irwin S. Gars, at the above number.

Thank you.

Sincerely yours,



Leon Atkind

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**ARTICLES OF INCORPORATION
OF
TUTTI'S CAFE, INC.**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is *Tutti's Cafe, Inc.*

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

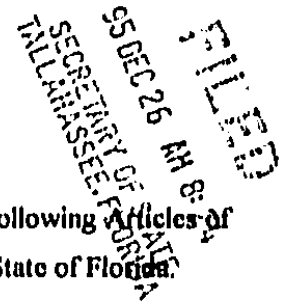
This Corporation is authorized to issue one hundred (100) shares of \$10.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This Corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to the laws of the State of Florida.



ARTICLE VI - INCORPORATOR

The name and address of the initial incorporator and subscriber hereto is as follows:

Leon Atkind
2200 South Ocean Lane, Unit 2110, Fort Lauderdale, Broward County, FL 33316

ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the Corporation. The names and addresses of the parties which are to serve as Director(s) until the next election are as follows:

Leon Atkind	2200 South Ocean Lane, Unit 2110, Fort Lauderdale, FL 33316
Irwin S. Gars	2665 S. Bayshore Drive, Suite M-103, Coconut Grove, FL 33133
Kenneth Klein	3530 Mystic Pointe Drive, Unit 2012, Aventura, FL 33180

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the Officers of the Corporation. The Officers of the Corporation shall consist of a President and a Secretary/Treasurer, and such other offices as the Board of Directors may from time to time determine as appropriate in order to carry out the activities of the Corporation.

ARTICLE VIII - OFFICERS

The duties of the Officers of the Corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the Corporation until the next election are as follows:

Kenneth Klein	President
Leon Atkind	Secretary/Treasurer

ARTICLE IX - INITIAL PRINCIPAL PLACE OF BUSINESS

The street address for the initial place of business is: 278 Miracle Mile, Coral Gables, Dade County, Florida.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation and name of the initial

registered agent of this Corporation is: Irwin S. Gars, 2665 S. Bayshore Drive, Suite M-103, Coconut Grove, Dade County, Florida 33133.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of December, 1995.


LEON ATKIND, SUBSCRIBER

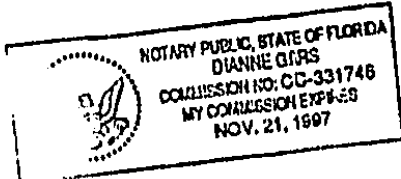
STATE OF FLORIDA

COUNTY OF DADE

SS:

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared LEON ATKIND, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22nd day of December, 1995.




NOTARY PUBLIC, STATE OF FLORIDA
Commission Stamp, Seal or Expiration Date:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, to wit: Section 607.034 and 607.037 of the Florida Statutes.

DATED: 12/22/95


Irwin S. Gars, as REGISTERED AGENT

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