

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 _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE:

Cafe Melange, Inc.

96 JAN 22 PM 1:00

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DISBURSED

☒ Capital Express™
☒ Art. of Inc. File _____
 _____ Corp. Record Search _____
 _____ Ltd. Partnership File _____
 _____ Foreign Corp. File _____
☒ () Cert. Copy(s) _____

 _____ Art. of Amend. File _____
 _____ Dissolution/Withdrawal _____
 _____ C U S _____
 _____ Fictitious Name File 10000159-4511

 _____ 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. _____

10000159-4511
 -01/22/96-01050-011
 ****122.50 ****122.50

DIVISION OF CORPORATION
 96 JAN 22 AM 11:21

RECEIVED

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

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE 1/22/96 _____
 TIME 11:00 _____ CK No. _____
 BY CD _____

WALK-IN
 Will Pick Up _____

Handwritten: AH 1/22/96

**ARTICLES OF INCORPORATION
OF
CAFE MELANGE INC.**

FILED
96 JAN 22 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the corporation is **CAFE MELANGE INC.**

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$ 1.00 par value common stock.

ARTICLE V - Initial Registered Office and Agent

The street address and the mailing address of the corporation's principal office as well as that of the initial registered office of this corporation is the same: 3400 South Tamiami Trail, Suite 303, Sarasota, Florida 34239, and the initial registered agent of this corporation at that address is Peter J. Jaensch.

ARTICLE VI - Initial Board of Directors

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is as follows:

Harry H. Schmitt
4723 Winchester Dr.
Sarasota, FL 34234

Alison J. Fuentes
4723 Winchester Dr.
Sarasota, FL 34234

ARTICLE VII - Incorporator

Peter J. Jaensch
3400 South Tamiami Trail, Suite 303
Sarasota, FL 34239

ARTICLE VIII - Amendment

The 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of January, 1996.


PETER J. JAENSCH

**STATE OF FLORIDA
COUNTY OF SARASOTA**

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared, PETER J. JAENSCH, 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.

WITNESS my hand and official seal in the state and county aforesaid this 19th day of January, 1996.

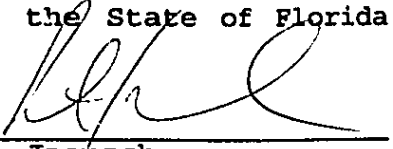

Notary Public

My commission expires:



ANNE McLEAN
COMMISSION # CC 395025
EXPIRES JUL 25, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

I HEREBY ACCEPT appointment as initial registered agent of the above-named corporation and agree to serve as such until my successor shall have been named by the Directors of the Corporation, and the proper department of the State of Florida notified thereof.


Peter J. Jaensch

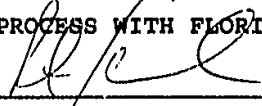
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

FILED
96 JAN 22 PM 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:


FIRST THAT **CAFE MELANGE INC.**
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF
SARASOTA, STATE OF FLORIDA, HAS NAMED PETER J. JAENSCH, LOCATED AT
3400 SOUTH TAMiami TRAIL, SUITE 303, CITY OF SARASOTA, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITH FLORIDA.

SIGNATURE 
(CORPORATE OFFICER)

TITLE Corp. Counsel

DATE 1-19-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE 

Peter J. Jaensch

DATE 1-19-96