

P960000/30355

Pronto Italian Cuisine Corporation
P.O. Box #15658
Gainesville, Fla. 33684

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Pronto Italian Cuisine Corporation
(Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #) 600001765196
01/01/95 01/05/014
****122.50 ****122.50

3. _____ (Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

APR 8 1996

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ARTICLE I

Name

The name of this corporation shall be:

PRONTO ITALIAN CUISINE CORPORATION

ARTICLE II

Purposes

The corporation may engage in any activity of business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

Term of Existence

The duration of this corporation is to be perpetual.

ARTICLE IV

Capital Stock

The corporation is authorized to issue 7500 shares of common stock, with a par value of \$ 1.00 which shall be designated " Common Shares ".

ARTICLE V

Initial Register Office And Agent

The street address of the initial registered office of this corporation and the principal address are one and the same. The mailing address for principal office and the registered agent are the same as below:

**3240 West Hillborough Avenue
Tampa, Florida 33614**

The name of the initial registered agent of this corporation at that address is:

Joseph Di Gerlando

This corporation shall have 7 directors initially. The number of directors may be either increased or diminished from time to time by the laws, but shall never be less than one (1).

NAME	TITLE	ADDRESS
Joseph Di Gerlando	President	3260 West Hillsborough Ave, Tampa, Florida
Carmen Di Gerlando	Vice-President	3260 West Hillsborough Ave., Tampa, Florida
Carmen Perez	Sec.-Treas.	4923 New Providence, Tampa, Florida

ARTICLE VII

Incorporator

The name and address of the person signing these articles is:

NAME	ADDRESS
Jamie Tomasko	8220 Garrison Circle, Tampa, Florida

ARTICLE VIII

Informal Shareholder Action

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE VIII

If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement among themselves or with corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation any and all of the stocks of the corporation held by them and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides the certificates of stock shall be registered so that the shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE X
Inspection of books

Each stockholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the shareholder agrees to indemnify the corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The shareholder may not delegate the right of inspection.

ARTICLE XI
Telephone meetings

Members of the Board of Directors or an executive committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE XII
Partly Paid Shares

The Board of Directors may by resolution authorize the issue of the whole or any part of the shares of stock of the corporation as partly paid subject to the provisions of Florida Statutes.

ARTICLE XIII
Interested Directors or Officers

No contract, act or transaction of the corporation with any person or person, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officers, director or directors of the corporation is a party to or interested in such contract, act or transaction, or in anyway connected with such person or person, firm or corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefits of himself or any firm association or corporation in which he may be in anyway interested.

ARTICLE XIV
By-Laws

The power to adopt, alter amend or repeat by laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XV

Long Term Employment Contract

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or by law provision for annual election shall be without prejudice to the contracts rights, if any or the executive officer under such contracts.

ARTICLES XVI

Directors Reliance on Corporate records

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the said corporation, nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation, execute these Articles of Incorporation and certify to the truth of the facts stated herein, this 27 day of March, 1996.


JOSEPH DI GERLANDO, Subscriber

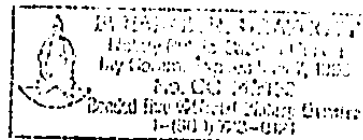
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared JOSEPH DIGERLANDO, known to 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 27th day of March, 1996


Eleanor R. Draycott
Notary Public
for State of Florida at Large

My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned having been designated as and appointed as Registered Agent hereby
accepts the appointment pursuant to Florida Statutes 67.034 with said acceptance date to
be simultaneous with the formation of PRONTO ITALIAN CUSINE CORPORATION, as a Florida
Corporation, pursuant to Florida Law.

Dated at Tampa, Florida on March 27, 1996



JOSEPH DI GERLANDO, REGISTERED AGENT