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PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE COMMERCIAL KITCHEN COMPANY
DEPARTMENT OF STATE 192 W. FLAGLER ST.
STATE OF FLORIDA SUITE 200
600 EAST PALM BLVD
TALLAHASSEE, FL 32399
CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770
MIAMI FL 33135-00

((H96000005313))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TOMASETTO LOVATO CORPORATION
FAX AUDIT NUMBER: H96000005313 CURRENT STATUS: REQUESTED
DATE REQUESTED: 04/15/1996 TIME REQUESTED: 10:53:36
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 APR 16 AM 8:17

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96 APR 15 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(6)

ARTICLES OF INCORPORATION OF

TOMASETTO LOVATO CORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is TOMASETTO LOVATO CORPORATION

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the transaction of any or all lawful business permitted under the laws of the United States and the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of stock by the corporation whether it be previously unissued shares authorized in the Articles of Incorporation originally filed or new shares created by amendment thereto, shall have the right to purchase his pro-rata share thereof at the same price and under the same terms at which it is offered to others.

Florida Bar Number 767793, Leonardo A. Roth, 9380 South Dixie Highway, Penthouse Two, Miami, Florida 33156, Phone Number: 305-670-9936

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ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

ARTICLE VI. BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business shall be the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial principal office of this corporation in the State of Florida is c/o Roth, Milne and Rousse, 9350 S. Dixie Highway, PM2, Miami, Florida 33156. The Board of Directors may, from time to time, move the principal office to any other address.

The name of the initial Registered Agent of this corporation is LEONARDO A. ROTH, whose address is located at 9350 South Dixie Highway, Penthouse Two, Miami, Florida 33156.

ARTICLE IX. DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time, by the By-laws adopted by the stockholders but there shall always be at least two (2) Directors.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a Director or Officer of the corporation and each person who serves, at the request of the corporation, as a Director or Officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his being a Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each such person for all

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costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall adjudge that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in anyway be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are Directors or Officers of such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall be known to the Board of Directors of the corporation or such member thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transactions, with the like force and effect as if he were not a Director or Officer of such other corporation or not so interested.

ARTICLE X. INITIAL OFFICERS AND DIRECTORS

The names and post office address of the initial Directors and Officer of the corporation is:

OFFICERS AND SPECIFIC ADDRESS

Director, President and Secretary is Dott. Gandolfo Mirabella, Av. Usal 3754/80 - Olivos, Buenos Aires, Argentina

Director, Vice-President and Treasurer is Ada Mabel Laxcox, Lavalle 1454 2° P. Of. 14/15 (1048) Buenos Aires, Argentina

ARTICLE XI. SUBSCRIBER

The name and post office address of the Subscriber to these Articles of Incorporation is Dott. Gandolfo Mirabella, Ave. Usal 3754/80 - Olivos, Buenos Aires, Argentina.

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ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal and has acknowledged and filed in the Office of the Secretary of the State of Florida as Subscriber of TOMASETTO LOVATO CORPORATION.


 DOTT. GANDOLFO MIRABELLA
 CORPORATE SUBSCRIBER

STATE OF FLORIDA)

SS

COUNTY OF DADE)

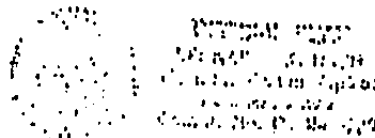
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in this state of and county above named to take acknowledgments, personally appeared DOTT. GANDOLFO MIRABELLA, the person described as Subscriber in and who executed the foregoing Articles of Incorporation for TOMASETTO LOVATO CORPORATION to those Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this April 15, 1996.

(SEAL)


 (signature) NOTARY PUBLIC, State of Florida

Commission Number: CC 247698, Leonardo A. Roth



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DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state naming the agent upon which process may be served and the names and addresses of the officers and directors.

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes.

TOMASETTO LOVATO CORPORATION, is a corporation organized (or organizing) under the laws of the State of Florida with its principal office located at c/o Roth, Milne & Rouso, 9350 S. Dixie Highway, PM2, Miami, Florida 33156 has named Leonardo A. Roth as its agent to accept service of process within this state.

OFFICERS AND SPECIFIC ADDRESS

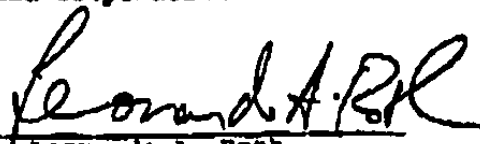
Director, President and Secretary is Dott. Gandolfo Mirabella, Av. Uzal 3754/80 - Olivos, Buenos Aires, Argentina

Director, Vice-President and Treasurer is Ada Mabel Laxcox, Lavalle 1454 2° P. Of. 14/15 (1048) Buenos Aires, Argentina

ACCEPTANCE:

I agree as Resident Agent of TOMASETTO LOVATO CORPORATION to accept Service of Process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept Service of Process, at the above Florida designated address) in some conspicuous place in the office as required by law. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

BY:


Leonardo A. Roth

FORMS\CORP\TOMASETTO

FILED

96 APR 16 PM 1:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H9600005313

ROTH, MILNE & ROUSSO

ATTORNEYS AT LAW

9380 SOUTH DIXIE HIGHWAY

PENTHOUSE 2

MIAMI, FLORIDA 33156

TELEPHONE (305) 670-0004

FAX (305) 670-0048

NORTH DASH OFFICE

2075 NE 101 ST.

PH 3A

AVENUE, FLORIDA 33160

TEL. (305) 466-0072

FAX (305) 466-0088

REPLY TO MIAMI

LEONARDO A. ROTH
ROBERT A. MILNE*
MARK E. ROUSSO

MICHAEL M. ROTH
MARK E. ROUSSO

*BARRISTER ENGLAND
ATTORNEY FLORIDA

December 10, 1996

Division of Corporation
Annual Reports
P.O. Box 1500
Tallahassee, Florida 32302-1500

Re: TOMASETTO LOVATO CORPORATION

Dear Sir/ Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation of the above named corporation along with a check in the sum of \$ 35.00 to cover the fee for filing same.

Also enclosed please find a return envelope for your convenience to forward a receipt of same.

Thank You.

Very Truly Yours,

ROTH, MILNE & ROUSSO

LEONARDO A. ROTH

LAR, PI

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 DEC 13 PM 3:15

APPROVED
AND
FILED

DIVISION OF CORPORATIONS

96 DEC 13 PM 3:12

RECEIVED

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TOMASETTO LOVATO CORPORATION

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

RESOLVED that

FIRST : The following shall be deleted as Director, Vice-President and Treasurer of the aforementioned corporation:

ADA MABEL LAXCOX

SECOND : The date of the Amendment's adoption was December 9, 1996.

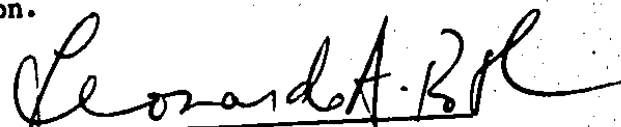
THIRD : The Amendment was adopted by the Board of Directors without Shareholder Action and Shareholder Action was not required.

Signed this 9th day of DECEMBER, 1996.

TOMASETTO LOVATO CORPORATION


GANDOLFO MIRABELLA-DIRECTOR

I hereby am familiar with the duties and responsibilities as registered agent for said corporation.


By: **LEONARDO A. ROTH**
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC 13 PM 2:17

APPROVED
AND
FILED

ADA MABEL LAZCOZ
CONTADORA PUBLICA NACIONAL

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DIVISION OF CORPORATIONS
Commercial Recording, Amendments
P.O. BOX 6327
TALLAHASSEE
FLORIDA 32314

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-12/27/96--01111--002
*****35.00 *****35.00

Buenos Aires, December 12th, 1996

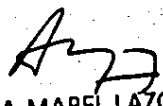
SUBJECT: Resignation of Initial Officer and Director

This is to communicate to this Bureau of Commercial Recording that as of October 7th, 1996 I resign from my post as Initial Officer and Director of

TOMASETTO LOVATO CORPORATION
c/o ROTH, MILNE and RUSSO
9350 SOUTH DIXIE HIGHWAY, PH 2
MIAMI, FL 33156

Reason for my resignation is the fact that from the beginning of activities in April 15th, 1996 I have not been informed of any of the company's activities, neither by the registered agent Dr. Roth, nor by the Director and President Dr. G. Mirabella. Furthermore I declare that I have not received any remunerations during the time of registration as Initial Director.

I do not take responsibilities of any of the activities of the company, nor of the fulfillment of Art. IX of the Articles of Incorporation, namely to maintain at least the number of 2 directors.


ADA MABEL LAZCOZ
LAVALLE 1454, 2º piso, off.14
1048 Buenos Aires

Enclosure: 1 check of US\$ 35,- for registration fees
101 First Union Bank of Florida

54 1/8
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96 DEC 27 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA