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2 INTRODUCTION
CORPORATION

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

1. Gusto's Inc (Corporation Name) (Document #) 700001859787
-06/12/96--01052--009
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TALLAHASSEE, FLORIDA

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<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

File stamped copy

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

ASB 6/12/96

Examiner's Initials _____

ARTICLES OF INCORPORATION
OF
GUSTO'S, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I

NAME

The name of the corporation is GUSTO'S, INC.

ARTICLE II

DURATION OF THE CORPORATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

CORPORATE PURPOSE

The corporation is being organized for the transaction of any and all lawful business permitted under the Florida General Corporation Act and the laws of the United States.

ARTICLE IV

CAPITAL STRUCTURE

Number. The aggregate number of shares that the corporation shall have the authority to issue is SEVEN THOUSAND FIVE HUNDRED

(7,500) shares of common stock with a par value of ONE (\$1.00) DOLLAR per share.

Initial Use. One hundred (100) shares of common stock of the corporation shall be issued for cash at a par value of ONE (\$1.00) DOLLAR 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 a particular time.

Dividends. The holders of the outstanding common shares shall be entitled to receive, when and as declared by the Board of Directors, dividends either in cash or in property, including shares of the capital stock of a corporation.

ARTICLE V

TRANSFER OF SHARES

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose (except for devolution to beneficiaries or heirs upon the death of any shareholder) of any of the shares of the corporation without first offering such shares for sale to the corporation at net book value thereof. Such offer shall be in writing, signed by the stockholder, shall be sent registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of five (5) days from the date of receipt. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may

see fit.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation."

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in Florida shall be 100 South Federal Highway, Hallandale, Florida 33009. The mailing address is 100 South Federal Highway, Hallandale, Florida 33009. The name of the initial registered agent of the corporation at the registered office shall be Gus Bartsocas.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or shareholder of the corporation.

The name and address of the person who shall serve as the member of the initial Board of Directors is as follows:

Gus Bartsocas
100 South Federal Highway
Hallandale, Florida 33009

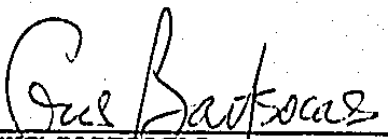
ARTICLE VIII

INCORPORATOR

The name and address of the initial incorporator of this corporation is:

Gus Bartsocas
100 South Federal Highway
Hallandale, Florida 33009

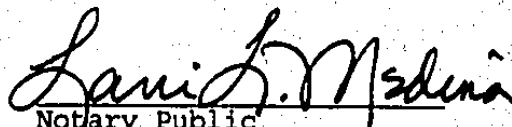
IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation on the 11th day of June, 1996.


GUS BARTSOCAS

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared GUS BARTSOCAS, to me well known or who produced a valid Florida drivers license and who subscribed the above Articles of Incorporation, and he has freely and voluntarily acknowledged before me according to the law that he made and subscribed the same of the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid this 11th day of June, 1996.


Notary Public
State of Florida

My Commission expires:



LANI L. MEDINA
MY COMMISSION # CC40087 EXPIRES
April 25, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

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

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

FIRST--THAT GUSTO'S, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA AS A FOR-PROFIT CORPORATION,
WITH ITS PRINCIPAL PLACE OF BUSINESS IN BROWARD COUNTY, STATE OF
FLORIDA, HAS NAMED GUS BARTSOCAS AT 100 SOUTH FEDERAL HIGHWAY,
HALLANDALE, FL 33009 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

Gus Bartsocas
GUS BARTSOCAS, PRESIDENT

DATE: 6-11-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED FOR-PROFIT CORPORATION AT THE PLACE DESIGNATED IN THE
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.

Gus Bartsocas
GUS BARTSOCAS

DATE: 6-11-96

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TALLAHASSEE, FLORIDA