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LARRY L. ADAIR

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LARRY L. ADAIR
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Via Federal Express

June 17, 1996

Attorneys' Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson Street
Suite Number 200
Tallahassee, Florida 32301

Return To
Bill Adair

Attn: Jenna

Re: *of The South, Inc.*
Victoria L'Originale, Inc., ~~Inc.~~ Corp.
Victoria L'Originale, Inc. Of The Palm Beaches, Inc., a Fl. Corp. In Formation
Cappuccino Veloce, Inc., a Fl. Corp. In Formation

Dear Jenna:

500001865605
-06/18/96--01117--020
*****70.00 *****70.00

Further to our telephone conversation today, we enclose the following documents for filing with the Florida Department of State - Division of Corporations. It is imperative these documents be filed not later than Tuesday, June 18, 1996. If possible, we request that a photocopy of the filed Articles and Letter from Department of State confirming same and advising of the **Corporate Number** assigned each corporation, be forwarded this office at your earliest opportunity via *Telefax*. Also, we enclose a self-addressed **FEDERAL EXPRESS AIRBILL** for your use in returning the filed copies to us when available; otherwise, as always thanking you for your continued courtesies and kind assistance, we remain

Very truly yours,

LARRY L. ADAIR

LLA:ch
Encl.

RECORDED
95 JUN 18 PM 22
DIVISION OF CORPORATIONS

SMS
6/18/96

VICTORIA L'ORIGINALE, INC.
212 North Federal Highway
Dania, Florida 33004
Telephone (954) 925-2212

June 4, 1996

SECRETARY OF STATE
STATE OF FLORIDA
TALLAHASSEE
THE CAPITOL
FLORIDA

Re: Incorporation of **VICTORIA L'ORIGINALE OF THE SOUTH, INC.,** a
Florida corporation in formation

The undersigned, a corporation duly organized and existing under the laws of the
State of Florida, does hereby grant permission and approve the filing of Articles of
Incorporation for the following named corporation:

VICTORIA L'ORIGINALE OF THE SOUTH, INC.,
a Florida corporation

I understand that this approval is necessary due to the similarity of the names.

Dated:

Signed, Sealed and Delivered
in the Presence of:

Witness:

Witness:

ATTEST:

SECRETARY

VICTORIA L'ORIGINALE, INC.,
a Florida corporation

By

VINCENZO APA, Pres.

[Corporate Seal]

RATIFICATION BY DIRECTORS

We, the undersigned, being all of the directors of **VICTORIA L'ORIGINALE, INC.**, a Florida corporation, do hereby ratify, approve and confirm the foregoing consent granted unto *Victoria L'Originale Of The Palm Beaches, Inc.*, a Florida corporation in formation, and in signification of such approval, ratification and confirmation, and of our assent to any and all acts at the said meeting, do hereby sign our names hereto.

DIRECTORS:


VINCENZO APA


DOMENICO APA

ARTICLES OF INCORPORATION
OF
VICTORIA L'ORIGINALE OF THE SOUTH, INC.

FILED
96 JAN 18 PM 2:50
CLERK OF THE COURT
JACKSONVILLE, FLORIDA

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTIONS 607.0201, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, FLORIDA BUSINESS CORPORATION ACT AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I. NAME OF CORPORATION

The name of the corporation is and shall be:

VICTORIA L'ORIGINALE OF THE SOUTH, INC.

ARTICLE II. GENERAL PURPOSE OF CORPORATION

The general purposes for which this corporation is organized are as follows:

- (1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, *Florida Business Corporation Act*.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be at 212 North Federal Highway, Dania, Florida 33004.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be at 212 North Federal Highway, Dania, Florida 33004.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be two (2) and the names and address of each person who is to serve as a member thereof is as follows:

NAME OF DIRECTOR

ADDRESS

VINCENZO APA

5281 Thoroughbred Lane
Fort Lauderdale, Florida 33330

ARTICLE VI. CAPITAL STOCK

There shall be only one (1) class of shares. The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be as follows:

ONE HUNDRED THOUSAND (100,000) SHARES
of

COMMON STOCK

With a Par Value of \$1.00 Per Share
[the "Common Stock"]

ARTICLE VII. STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION

The amount of capital with which the corporation shall commence business shall be not less than One Thousand And No/100 (\$1,000.00) Dollars. Each Incorporator named hereinafter agrees to purchase the number of shares stated for the consideration shown:

NAME OF INCORPORATOR NUMBER OF SHARES CONSIDERATION

VINCENZO APA 5,000 \$1,000.00

ARTICLE VIII. INCORPORATORS .

The name and address of each incorporator is as follows:

NAME OF INCORPORATOR

ADDRESS

VINCENZO APA

5281 Thoroughbred Lane
Fort Lauderdale, Florida 33330

ARTICLE IX. NUMBER OF DIRECTORS

The Board of Directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time in accordance with the By-Laws of the corporation.

ARTICLE X. EXERCISE OF CORPORATE POWERS

All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

ARTICLE XI. QUALIFICATION AND COMPENSATION OF DIRECTORS

Directors need not be residents of the State of Florida or shareholders. The compensation of the members of the board of directors shall be fixed by the board of directors.

ARTICLE XII. REMOVAL OF DIRECTORS

Any or all directors may be removed in accordance with the provisions of Section 607.0808, Florida Statutes.

ARTICLE XIII. EXECUTIVE COMMITTEES

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such resolution, shall have any may exercise all of the authority of the board of directors, except such acts set forth in Section 608.0825, Florida Statutes.

ARTICLE XIV. ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board of directors or of the committee.

ARTICLE XV. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles Of Incorporation may be amended at any time in accordance with the provisions of Section 607.1003, Florida Statutes.

ARTICLE XVI. GENERAL POWERS

This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.0302, Florida Statutes.

ARTICLE XVII. OFFICERS

The officers of this corporation shall consist of a president, a secretary and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the by-laws of the corporation. Such other officers and

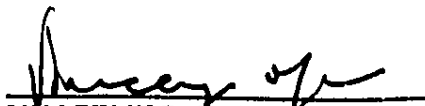
assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more offices may be held by the same person.

ARTICLE XVIII. DURATION OF CORPORATION EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Articles Of Incorporation by the Department of State.

IN WITNESS WHEREOF, we have hereunto set our hand and seal this 13th day of June, 1996.

INCORPORATOR:


VINCENZO APA

STATE OF FLORIDA

COUNTY OF BROWARD

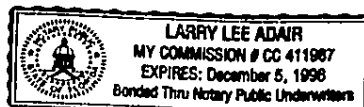
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by VINCENZO APA, who is personally known to me or who has produced Fl. Driver's Lic. as identification and who did not take an oath.

13th WITNESS my hand and official seal in the County and State last aforesaid this day of JUNE, 1996.


NOTARY PUBLIC

Printed Name: Larry L. Adair

My Commission Expires: 12/5/98




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

*In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:*

That **VICTORIA L'ORIGINALE OF THE SOUTH, INC.,** a Florida corporation desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the **ARTICLES OF INCORPORATION**, in the City of Dania, Broward County, Florida, has named **VINCENZO APA**, located at 212 North Federal Highway, Dania, Florida 33004, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been so named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


VINCENZO APA
Registered Agent

FILED
96 JUN 18 PM 2:50
CLERK OF DISTRICT COURT
STATE OF FLORIDA