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June 20, 1996

Secretary of State
Capitol Building
Tallahassee, FL 32304

Attention: Corporate Division

RE: GUSTO UNO OF AMERICAS, INC.

Dear Sir: *The choice of Americas, Inc.*

Please accept for filing the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is my trust account check in the amount of \$122.50 to cover the fees.

Please return a certified copy of the Articles of Incorporation to the undersigned.

Cordially,

Christine M. Horn

CHRISTINE M. HORN
CMH/mbp
Enc.

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-06/25/96 - 01091 - 013
****122.50 ****122.50

Christine Horn's office GAVE
AUTHORIZATION BY PHONE TO
CORRECT *English Translation*
DATE *6-27-96*
DOC. EXAM *SH*

SH
6-27-96

CERTIFICATE OF INCORPORATION
-of-
GUSTO UNO OF AMERICAS, INC.

96 FILED
JUN 25 1996
CLERK OF COURT

The undersigned, for the purpose of forming a corporation, under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is **GUSTO UNO OF AMERICAS, INC.**

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000,000 all of which shall be common shares with par value of \$.01

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 12493 Guilford Way, Wellington, FL 33414, Palm Beach County, Florida, and the name of the initial registered agent is DOMINIC ABATE.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of four members but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the By-laws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

The names and addresses of the Directors which constitute the first Board of Directors of the Corporation are:

NAME	ADDRESS
MARTINO BOLOGNA	463 Manchester Street Boca Raton, FL 33487
FRANCESCO DOLCE	4051 N.E. 27th Terrace Lighthouse Point, FL 33062
DOMINIC ABATE	12493 Guilford Way Wellington FL 33414
SALVATORE PLAIA	1431 Rudder Cove West Palm Beach, FL 33414

ARTICLE VII. INCORPORATORS

The names and addresses of the incorporators of the corporation are:

NAME	ADDRESS
SALVATORE PLAIA	1431 Rudder Cove West Palm Beach, FL 33414

IN WITNESS WHEREOF, the undersigned has subscribed his name this 3rd day of June, 1996.


SALVATORE PLAIA

STATE OF FLORIDA)
):§
COUNTY OF PALM BEACH)

On this 3rd day of June, 1996, before me, the undersigned officer, personally appeared SALVATORE PLAIA, who is

personally known to me, and who took an oath and he acknowledged that he executed the same for the purposes therein contained.

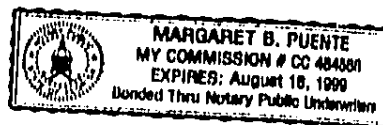
IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Margaret B. Puente

Notary Public, State of Fla.

Commission No. : _____

My Commission Expires: _____



STATE OF FLORIDA
SECRETARY OF STATE

Certificate Designating Place of Business or Domicile
for the Service of Process Within This State, Naming
Agent Upon Whom Process May Be Served and Names and
Addresses of the Officers and Directors.

GUSTO UNO OF AMERICAS, INC.

The following is submitted, in compliance with Chapter 48.091,
Florida Statutes:

GUSTO UNO OF AMERICAS, INC., a corporation organized under the
laws of the State of Florida, with its principal office at 12493
Guilford Way, Wellington, FL 33414, County of Palm Beach, State of
Florida, has named DOMINIC ABATE, located at 12493 Guilford Way,
Wellington, FL 33414, Palm Beach, County, as its agent to accept
service of process within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESS</u>
FRANCESCO DOLCE	President	4051 NE 27th Terrace Lighthouse Point, FL 33069
SALVATORE PLAIA	Vice Pres.	1431 Rudder Cove West Palm Beach, FL 33414
DOMINIC ABATE	Treasurer	12493 Guilford Way Wellington, FL 33414
MARTINO BOLOGNA	Secretary	463 Manchester St. Boca Raton, FL 33487

<u>NAME</u>	<u>ADDRESS</u>
MARTINO BOLOGNA	463 Manchester Street Boca Raton, FL 33487

FRANCESCO DOLCE

4051 N.E. 27th Terrace
Lighthouse Point, FL 33069

DOMINIC ABATE

12493 Guilford Way
Wellington FL 33414

SALVATORE PLAIA

1431 Rudder Cove
West Palm Beach, FL 33414

FILED
JUN 25 1996
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
WEST PALM BEACH, FLORIDA

ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to keep the office open during prescribed hours: to post my name (and any 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.

DATED: June 3, 1996.



DOMINIC ABATE