

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Tirrazza Toscana, Inc.

	C.O. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U B.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST TAKEN CONFIRMED APPROVED
 DATE 9/16
 TIME _____ CK No. _____
 BY _____

WALK-IN
 Will Pick Up 11:30 9/16

AB 9/16

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
TERRAZZA TOSCANA, INC.

FILED
96 SEP 16 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is: TERRAZZA TOSCANA, INC.

ARTICLE II
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III
PURPOSE

The purpose for which the corporation is organized is the transaction for any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not be limited to, the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings, and to have a Corporate Seal. The Corporation may also purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any or all of its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida.

It may elect and/or appoint officers and agents and define

their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the State for the administration and regulations of the affairs of the Corporation. The Corporation shall have the power to make donations to the public welfare or for charitable, scientific, or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of Government Policy. The Corporation shall further have the power to pay pensions and establish pension plans, and other incentive plans for any and all its Directors, Officers and Employees and for any and all of the Directors, Officers and Employees of its subsidiaries. It may be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The Corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise acquire, own, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interest in or obligations of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any government, state, territory or other governmental body. The Corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is 100 shares, all of which shall be common shares with par value of \$1.00.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial corporate office of this corporation is 1 North Ocean Boulevard, Boca Raton, Florida 33432. The registered office of this corporation is:

1 North Ocean Boulevard, Boca Raton, Florida 33432.

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

ARTICLE VII

DIRECTORS

This corporation shall initially have two (2) directors.

The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

MOHAMED BENZEKRI
1 North Ocean Boulevard
Boca Raton, FL 33432

FRANCO FABBRI
1 North Ocean Boulevard
Boca Raton, FL 33432

ARTICLE VIII

INCORPORATOR

The name of the incorporator is:

MOHAMED BENZEKRI

ARTICLE IX

OFFICERS

The initial officers of the corporation shall be:

MOHAMED BENZEKRI
FRANCO FABBRI

ARTICLE X

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on:

Upon receipt by the Secretary of State

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation, to any amendment hereto, and any rights conferred upon the stockholders are subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this _____
day of 12 September, A.D., 1996.

Suzanne
INCORPORATOR

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 12th day of September, A.D., 1996,
before me, a Notary Public for the State of Florida the under-
signed officer personally appeared MOHAMED BENZEKRI, known to me to
be the person whose name is subscribed to in the within instrument,
and acknowledges she executed the same for the purposes therein
contained.

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

Sandra H. Murphy
Notary Public

My Commission Expires:

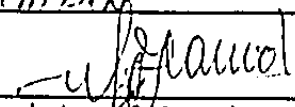


SANDRA H. MURPHY
My Commission CC408525
Expires Sep. 20, 1998

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 12 day of September, 1996.



Registered Agent
MOHAMED BENZEKRI

FILED
96 SEP 16 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARMAN AND SMITH, P.A.
ATTORNEYS AND COUNSELORS AT LAW

165 E. PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33432

DEBORAH A. CARMAN
ANDREW M. SMITH

TELEPHONE
BOCA RATON: (561) 392-7031
BROWARD: (954) 481-9777
PALM BEACH: (561) 736-7219
FAX: (561) 750-3896

P96000076900

July 17, 1997

Secretary of State
Corporations Division
P.O. Box 6327
Tallahassee, FL 32314

Re: TERRAZZA TOSCANA, INC.
Officer/Director Resignation

600002243756--4
-07/22/97--01069--007
*****35.00 *****35.00

Enclosed please find Officer/Director Resignation together with a check in the amount of \$35.00 for filing fee. Kindly provide me with confirmation of filing at your earliest convenience.

Thank you for your attention to this matter.

Very truly yours,

Deborah A. Carman
DEBORAH A. CARMAN

DAC/shm

enclos.

FILED
97 JUL 22 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Deborah A. Carman
7/23

off. Resign.

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

FILED
97 JUL 22 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Mohamed Benzekri, hereby resign as PRESIDENT
(Title)
of terrazza toscana inc.
(Name of Corporation)

a corporation organized under the laws of the State of Florida.

That the corporation has been notified in writing of the resignation.

x. [Signature]
(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314