

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 _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Handwritten: 896-21366

REQUEST TAKEN CONFIRMED APPROVED
 DATE 11/18
 TIME _____ CK No. _____
 BY _____

WALK-IN Will Pick Up 7.00 *[Signature]*

RE: Toscani, Inc.

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

SUBTOTALS

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

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
95 NOV 19 AM 9:21
DIVISION OF CORPORATIONS

November 18, 1996

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: TOSCANI, INC.
Ref. Number: W96000024366

We have received your document for TOSCANI, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 196A00052419

*corrected
Thanks!*

ARTICLES OF INCORPORATION
OF

TOSCANI CAFFES, INC.

FILED
96 NOV 19 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

TOSCANI CAFFES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Celeste De Armas
c/o Rice & Robinson, P.A.
848 Brickell Avenue, Suite 1100
Miami, Florida 33131

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value Per</u> <u>Share</u>	<u>Class of</u> <u>Stock</u>
10,000	1 cent	Common

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is ARTHUR HALSEY RICE, ESQ., RICE & ROBINSON, P.A., 848 BRICKELL AVENUE, SUITE 1100, MIAMI, FLORIDA 33131.

ARTICLE V - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Arthur Halsey Rice, Esq., Rice & Robinson, P.A., 848 Brickell Avenue, Suite 1100, Miami, Florida 33131.

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date of which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ***one*** director initially. The number of directors may be either increased or diminished from time to time by the By-Law, but shall never be less than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Celeste De Armas	c/o Rice & Robinson, P.A. 848 Brickell Avenue, Suite 1100 Miami, Florida 33131

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal bylaws shall vested in the Board of Directors and the shareholders.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of November, 1996.

By: 
ARTHUR HALSEY RICE, ESQ
INCORPORATOR

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared ARTHUR HALSEY RICE, ESQ. known to me and known by me to be the Person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th day of November, 1996.


NOTARY PUBLIC
State of Florida

My Commission Expires:



DERRA BERENS TRITT
My Commission CC486033
Expires Aug. 06, 1999
Bonded by HAI
800-422-1585

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as
registered agent.


ARTHUR HALSEY RICE, ESQ.
REGISTERED AGENT

G:\WPDOCS\920\TOSCANI, INC

FILED
96 NOV 19 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96 000094406

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10149, Tallahassee, FL 32302

TOLL FREE No. 1 800-342-8062

FAX (904) 222-1222

RE: Tosani Caffes, Inc.

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation	02/12/97 01086-013	
Annual Report/Reinstatement	*****35.00 *****35.00	
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () Pgs.		

SUBTOTALS

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

N. HENDRICKS FEB 14 1997

REQUEST TAKEN CONFIRMED APPROVED
DATE 2/10/97
TIME 4:45
BY DL CK No. _____

WALK-IN
Will Pick Up _____

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 12, 1997

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: TOSCANI CAFFES, INC.
Ref. Number: P96000094406

We have received your document for TOSCANI CAFFES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 097A00007521

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
97 FEB 14 AM 11:32
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

TOSCANI CAFFES, INC.

(present name)

Pursuant to the provisions of § 607.1006, Florida statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted; (indicate article number(s) being amended, added or deleted)

ARTICLE VII of the Articles of Incorporation
of Toscani Caffes, Inc. shall be amended as follows:

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have *****two***** directors. The number of directors may be either increased or diminished from time to time by the By-Laws or the Articles of Incorporation, but shall never be less than one. The name and address of the directors of this corporation are:

<u>Name</u>	<u>Address</u>
Celeste De Armas	c/o Rice & Robinson, P.A. 848 Brickell Avenue, Suite 1100 Miami, Florida 33131
Corina Mascaro	c/o Rice & Robinson, P.A. 848 Brickell Avenue, Suite 1100 Miami, Florida 33131

ARTICLE XI of the Articles of Incorporation
of Toscani Caffes, Inc. shall be added as follows:

ARTICLE XI - INITIAL ISSUANCE OF STOCK

This corporation shall issue One Thousand Shares (1,000.00) of Toscani Caffes, Inc.'s common stock to Celeste DeArmas initially. An additional One Thousand Shares (1,000.00) of Toscani Caffes, Inc.'s common stock will be issued to Corina Mascaro upon the opening of the first retail outlet.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Not applicable.

THIRD: The date of each amendment's adoption: December 30, 1996.

FOURTH: Adoption of Amendment(s) (check one)

☐ The amendment(s) was/were approved by the Shareholders and Board of Directors. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the Shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____

voting group

☒ The amendment(s) was/were adopted by the Board of Directors without Shareholder action and Shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without Shareholder action and Shareholder action was not required.

Signed this 27 day of December, 1996.

Signature

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the Shareholders)

CELESTE DEARMAS

Typed or printed name

Director

Title

P96000094406

S

1 17 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000013992 7))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: TOSCANI CAFFES, INC.

AUDIT NUMBER.....H97000013992

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECT N AND <CR>:
Help F1 On Menu F2

NUM

Connect: 00:09:52

RECEIVED
97 AUG 25 PM 2:05
TALLAHASSEE, FLORIDA

FILED
97 AUG 25 PM 4:21
TALLAHASSEE, FLORIDA

Ray
Chang

8/25/97

PC

1:17 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000013992 7))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: TOSCANI CAFFES, INC.

AUDIT NUMBER.....H97000013992

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:09:52

3

1:17 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000013992 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: TOSCANI CAFFES, INC.

AUDIT NUMBER.....H97000013992

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

help F1 Option Menu F2

NUM

Connect: 00:09:52



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 25, 1997

TOSCANI CAFFES, INC.
CELESTE DE ARMAS - & RICE & ROBINSON, P.
848 BRICKELL AVENUE, SUITE 1100
MIAMI, FL 33131

SUBJECT: TOSCANI CAFFES, INC.
REF: P96000094406

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE LAST PAGE OF THE AMENDMENT IS SHOWING AN INCORRECT FAX AUDIT NUMBER. IT IS SHOWING H97000013922 AND IT SHOULD BE ***H97000013992****. PLEASE CORRECT AND SEND THE LAST PAGE ONLY TO MY ATTENTION. THANKS!

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000013992
Letter Number: 597A00042792

497000013992

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
TOSCANI CAFFES, INC.

FILED
97 AUG 25 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above-named corporation are hereby amended as follows:

ARTICLE I - NAME is hereby amended to read as follows:

ARTICLE I - NAME

The name of the corporation shall be:

FLORI•DIA ENTERPRISES INC.

I hereby certify that the above amendment to the Certificate of Incorporation of TOSCANI CAFFES, INC. was approved by all the Shareholders and by all the Board of Directors of the corporation at a duly called Special Meeting held on the 25th day of June, 1997 and that the votes casted at that Special Meeting was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Amendment, this 1st day of July, 1997.

Celeste De Armas
CELESTE DE ARMAS Director

STATE OF FLORIDA)
) :SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 1st day of July, 1997 by CELESTE DE ARMAS, as Director of FLORI•DIA ENTERPRISES, INC., who is personally known to me and who did take an oath.

Raquel Fernandez
NOTARY PUBLIC-STATE OF FLORIDA
COMMISSION NO:

My Commission Expires:



RAQUEL FERNANDEZ
My Commission CC318484
Expires Sep. 23, 1997
Bonded by HAI
800-422-1668

Guido A. Aguilera, Esq. FBN. 135749.
815 Ponce de Leon Blvd. (305) 445-8748
Coral Gables, FL 33134

H97000013992

CALL AND WAIVER OF NOTICE OF THE SPECIAL MEETING
OF THE STOCKHOLDERS AND DIRECTORS OF
TOSCANI CAPPES, INC.

We, the undersigned, being all of the Stockholders and Directors of TOSCANI CAPPES, INC., a corporation organized and existing under the laws of the State of Florida, do hereby call the Special Meeting of Stockholders and Directors thereof, to be held at the office of the corporation, on the 1st day of July, 1997, at 4:00 P.M., and we do hereby waive all requirements as to notice of such meeting.

DATED: July 1st 1997

STOCKHOLDER:

Celeste De Armas
CELESTE DE ARMAS

Corina Mascaro
CORINA MASCARO

DIRECTOR:

Celeste De Armas
CELESTE DE ARMAS

Corina Mascaro
CORINA MASCARO

H97000013992

447000013992

MINUTES OF SPECIAL JOINT MEETING OF STOCKHOLDERS
AND DIRECTORS OF
TOSCANI CAFFES, INC.

A Special Joint Meeting of the Stockholders and Directors of TOSCANI CAFFES, INC., a Florida corporation, was held at the offices of the corporation on the 1st day of July, 1997, at 4:00 P.M.

The Meeting was called to order by CELESTE DE ARMAS acting as Chairman and Secretary thereof, and upon roll call the following, being the Stockholders and Directors of the corporation were present:

STOCKHOLDERS:

CELESTE DE ARMAS

CORINA MASCARO

DIRECTORS:

CELESTE DE ARMAS

CORINA MASCARO

A quorum being present, the Meeting was declared qualified to transact business.

A written waiver of notice of this Meeting, signed by all of the Stockholders and Directors was then presented and read by the Secretary and was ordered appended to these Minutes.

The Chairman proposed the meeting to change the name of the corporation; therefore, they intended to file Articles of Amendment to the Articles of Incorporation to change Article I as follows:

ARTICLE I - NAME

The name of the corporation shall be:

FLORI•DIA ENTERPRISES, INC.

Upon motion duly made and seconded, it was

RESOLVED, to amend Article I of the Articles of Incorporation of the corporation to read instead as follows:

ARTICLE I - NAME

The name of the corporation shall be:

FLORI•DIA ENTERPRISES, INC.

FURTHER RESOLVED to issue the Articles of Amendment to the Articles of Incorporation pursuant to Florida Statutes, Section

447000013992

0 H07000013992

607.1006, to be filed with the Secretary of State.

There being no further business to discuss, on motion duly made and carried, the Meeting was adjourned.

DATED: July 1, 1997


CELESTE DE ARMAS
CHAIRMAN