CAPITAL CONNECTION, INC.

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TOSSON I 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

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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.

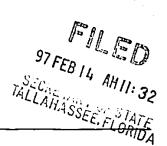
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Letter Number: 097A00007521

Darlene Connell Corporate Specialist

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



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:

Name

Address

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 case for the amendment(s) was/were sufficient for approval by
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√	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 2 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