

PA 6 0000 94406

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

RE: Tosmani Cattes, Inc.

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 \$ _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
<input checked="" type="checkbox"/> Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
Fictitious Name File		
Name Reservation	000002085500-5 02/12/97 01085 013 *****35.00 *****35.00	
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kill		
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		

TALLAHASSEE, FLORIDA
 87 FEB 14 AM 11:32
 FILED
 97 FEB 12 AM 11:00
 RECEIVED

N. HENDRICKS FEB 14 1997

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

WALK-IN
 Will Pick Up _____

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, 10% 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 AH11:32
SECRETARY OF STATE
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.

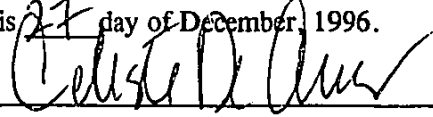
FOURTH: Adoption of Amendment(s) (check one)

- 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 case 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 Chairrnan 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