

P96 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: Tosani Caffes, 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
<input type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> ( ) Cert. Copy(s)		
<input checked="" type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation	000002085500-3	
<input type="checkbox"/> Annual Report/Reinstatement	02/12/97 01086 013	
<input type="checkbox"/> Reg. Agent Service	*****35.00 *****35.00	
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kill		
<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 Prop.		
<input type="checkbox"/> FAX ( ) pgs.		

SUBTOTALS

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

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

N. HENDRICKS FEB 14 1997

REQUEST TAKEN CONFIRMED APPROVED  
 DATE 2/10/97  
 TIME 4:45  
 BY DL

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, 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 AM 11:32  
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