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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

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((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

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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 Connall
Corporate Specialist

FAX Aud. #: H97000013992
Letter Number: 597A00042792

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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 - Director

STATE OF FLORIDA)
COUNTY OF DADE) :SS

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.


NOTARY PUBLIC-STATE OF FLORIDA
COMMISSION NO:

My Commission Expires:



RAQUEL FERNANDEZ
My Commission CC318444
Expires On: 23, 1997
Bonded by HAI
800-432-1855

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

497000013992

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

497000013992

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

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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

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