

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 221-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 0062
 FAX (904) 222-1222

NAME
 FIRM
 ADDRESS

PHONE ()

Service: Top Priority Regular
 One Day Service Two Day Service

To us via Return via

Master No.: Express Mail No.

State Fee \$ Our \$

of
 RE: Pipo's Inc.

Capital Express™
 Tel. No. P
 Cop. No. Search
 Id. Partnership File
 Foreign Corp. File
 () Cont. Copy(s)

Photo

Art. of Amend. File
 Dissolution/Withdrawal
 C.U.S.
 Fictitious Name File

Name Reservation
 Annual Report/Statement
 Reg. Agent Service
 Document Filing

400002126304--7

Corporate Kit -03/27/97-01101-005
 Vehicle Search *****70.00 *****70.00
 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 () bgs

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

97 MAR 31 PM 4:51

FILED

SUBTOTALS

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

97 MAR 22 PM 1:30

RECEIVED

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum

THANK YOU
 from
 Your Capital Partner

REQUEST TAKEN CONFIRMED APPROVED
 DATE 3/27/97
 TIME 12:37
 BY DL

WALK-IN
 Will Pick Up



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 27, 1997

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

SUBJECT: PIPO'S INC.
Ref. Number: W97000007172

Corrected

Cafe

We have received your document for PIPO'S INC. and your check(s) totaling \$70.00. 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: 897A00015639

97 MAR 31 11:12:13

RECEIVED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 31, 1997

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

SUBJECT: PIPO'S CAFE INC.
Ref. Number: W97000007172

*Corrected
Pip's Cafe, Inc.*

We have received your document for PIPO'S CAFE INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(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.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 697A00016080

RECEIVED
97 MAR 31 PM 3:41
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
PIPO'S & SONS, INC.

FILED
97 MAR 31 PM 4:51
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 is **PIPO'S & SONS, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 30633 US 19 North, Palm Harbor, FL 34684.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is PHILIP BACHOUR, 30633 US 19 North, Palm Harbor, FL 34684.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VII: SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII: PRE-EMPTIVE RIGHTS

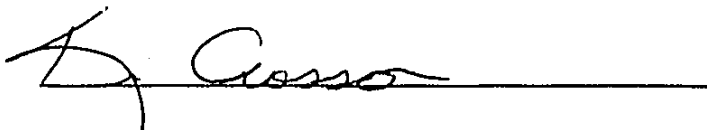
Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VIII: INDEMNIFICATION

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

The undersigned has executed these Articles of Incorporation this 27th day of March 1997.

"Capital Connection, Inc. by Kim Crosson, Office Manager"

A handwritten signature in dark ink, appearing to read "Kim Crosson", is written over a horizontal line.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is : PIPO'S & SONS, INC.

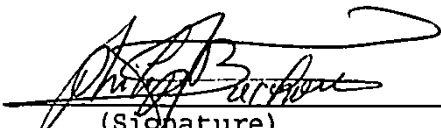
2. The name and address of the registered agent and office is:

PHILIP BACHOUR

30633 US 19 North

Palm Harbor, FL 34684

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

Philip Bachour, President
Printed Name, Title

3/25/97
(Date)

FILED
97 MAR 31 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA