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BOARD CERTIFIED TAX LAWYER

JANET J. OSTROFF

April 15, 1997

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Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Restaurant Tea Service of West Florida, Inc.

Gentlemen:

I enclose the following:

1. Original Articles of Incorporation for filing of record.
2. Xerox copy of Articles to be certified and returned to us.
3. Our Check No. 7163 to Florida Department of State in the amount of \$122.50 covering filing fee (\$35), Registered Agent's fee (\$35) and certified copy of Articles (\$52.50).

Please return the certified copy of Articles in the stamped, self-addressed envelope enclosed for your convenience.

Sincerely,

JACOBOWITZ & OSTROFF, P.A.

Chrys P. Caslar
Chrys P. Caslar, Secretary
to Melvin J. Jacobowitz

JANET/RTS/FILE-RTS-WF
Enclosures

FILED
97 APR 17 PM 3:57
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

[Signature]
APR 18 1997

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SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RESTAURANT TEA SERVICE OF WEST FLORIDA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE 1.

NAME

The name of the corporation shall be:

RESTAURANT TEA SERVICE OF WEST FLORIDA, INC.

ARTICLE 2.

PRINCIPAL OFFICE

The street address of the principal office of the corporation is 20217 N.E. 15 Court, Miami, Florida 33179. The mailing address of the corporation is the same.

ARTICLE 3.

NATURE OF BUSINESS

The corporation may engage or transact in any and all lawful business.

ARTICLE 4.

TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE 5.

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share. Of those shares, 100 shall be voting, and 100 shall be nonvoting.

ARTICLE 6.

REGISTERED AGENT AND AGENT

The street address of the initial registered office of the corporation is 11900 Biscayne Boulevard, Suite 720, Miami, Florida 33179, and the name of the initial registered agent at such address is JANET J. OSTROFF.

ARTICLE 7.

DIRECTORS

This corporation shall have one director initially. The name and street address of the initial director, who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

JEFFRY P. OSTROFF
20217 N.E. 15 Court
Miami, Florida 33179

ARTICLE 8.

INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

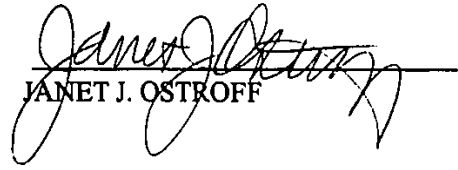
JANET J. OSTROFF
11900 Biscayne Boulevard, Suite 720
Miami, Florida 33179

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of April, 1997.


JANET J. OSTROFF

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Having been designated as the registered agent in the foregoing Articles of Incorporation, I hereby 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 the position of registered agent under Section 607.0505, Florida Statutes. I reside in the state of Florida, and my business office is identical with the registered office of the corporation named above.


JANET J. OSTROFF

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