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BAUR, MILLER & WEBNER, P.A.
ATTORNEYS AT LAW

97 MAY 19 PM 4:37

May 12, 1997

21ST FLOOR NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33132-2306

THOMAS BAUR J.D. M.C.L. J.C.B.
ADMITTED IN FLORIDA AND IN THE
FEDERAL REPUBLIC OF GERMANY
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DALE F. WEBNER J.D.
FREDERICK WOODBRIDGE JR. J.D.
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CHRISTOPHER J. KLEIN J.D.
KARIN L. HUGET J.D.
ALEXANDER REUS J.D. (GERMANY) J.D. LL.M.
ADMITTED IN FLORIDA, NEW YORK AND THE
DISTRICT OF COLUMBIA

OF COUNSEL
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J. ALEXANDER BÜRGER J.D. (GERMANY)
ADMITTED IN THE FEDERAL REPUBLIC OF
GERMANY ONLY

FLORIDA SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Via Regular Mail

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

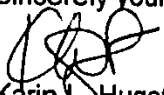
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Re: **CAFÉ OLD VIENNA, INC.**

Dear Sirs:

Enclosed herewith please find an original and one copy of the Articles of Incorporation and Acceptance by the Registered Agent relative to the above cited company together with our check in the amount of \$122.50 corresponding to what we understand to be the filing fee and the return of a certified copy. Please arrange for such filing as soon as possible, thereafter returning the enclosed copy to us evidencing the date of incorporation.

Should you have any questions relative to the foregoing, please let us know.

Sincerely yours,

Karin L. Huget

Encl.

PH
5/20/97

**ARTICLES OF INCORPORATION
OF
CAFÉ OLD VIENNA, INC.**

FILED
97 MAY 19 PM 4:37
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CAFÉ OLD VIENNA, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$.10 par value per share.

ARTICLE IV. ADDRESS

The street address of the principal office of the corporation shall be 700 W. Leeland Heights Boulevard, Lehigh Acres, FL 33936 and the mailing address shall be Post Office Box 1465, Lehigh Acres, FL 33970-1465.

The name of the initial registered agent of the corporation shall be: Thomas Baur
c/o Baur, Miller & Webner, P.A. 100 N. Biscayne Blvd. #2100, Miami, FL 33132.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have two directors, initially. The name and street address of the initial members of the Board of Directors are:

Ulrich Neumaier
C/O Baur, Miller & Webner, P.A.
21st Floor New World Tower
100 N. Biscayne Blvd.
Miami, FL 33132-2306

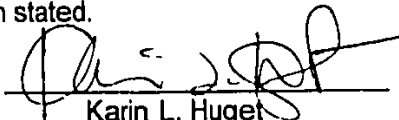
Gabriele Stegherr-Neumaier
C/O Baur, Miller & Webner, P.A.
21st Floor New World Tower
100 N. Biscayne Blvd.
Miami, FL 33132-2306

ARTICLE VII. INCORPORATOR

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

Karin L. Huget
100 N. Biscayne Blvd.
21st Floor New World Tower
Miami, FL 33132

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


Karin L. Huget
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, on this 12th day of May, 1997, personally

appeared Karin L. Huget, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that she executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Helga E. Buffington
Notary Public

My commission expires:

OFFICIAL NOTARY SEAL
HELGA E. BUFFINGTON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC444767
COMMISSION EXP. APR. 26, 1999

FILED

97 MAY 19 PM 4: 37

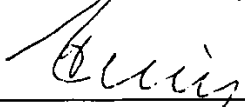
CAFÉ OLD VIENNA, INC.

TALLAHASSEE, FLORIDA

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, THOMAS BAUR, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes.

DATED this 12th day of May, 1997.

A handwritten signature in cursive script, appearing to read 'Thomas Baur', is written over a horizontal line.

Thomas Baur