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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: L'ENOTECA, INC.

AUDIT NUMBER.....H97000012244

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

PM 7/29/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 28, 1997

EMPIRE

SUBJECT: L'ENOTECA, INC.
REF: W97000017323

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.

Please provide an English translation for the entity's name in your cover letter.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000012244
Letter Number: 497A00037985

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ARTICLES OF INCORPORATION
OF
L'ENOTECA, INC.

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be L'ENOTECA, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be 500 shares of common stock of the par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

PREPARED BY: Louis J. Terminello, Esq.
CHADROFF, TERMINELLO & TERMINELLO
2700 S.W. 37th Avenue
Miami, FL 33133
Tel: (305) 444-5002
Florida Bar No. 872547

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ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this Corporation and the street address of the initial registered office is as follows:

**ILARIA PEZZATINI
758 Washington Avenue
Miami Beach, FL 33139**

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The address of the principal office and the initial street address, in this state, of this Corporation is : 758 Washington Avenue, Miami Beach, FL 33139. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the person signing these articles and the name and street address of the persons who shall serve on the first Board of Directors is:

**ILARIA PEZZATINI, President, Secretary, Director
758 Washington Avenue
Miami Beach, FL 33139**

**NOELIA FABIANO, Vice President, Treasurer, Director
758 Washington Avenue
Miami Beach, FL 33139**

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H 9700001224 & **ARTICLE VIII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator above named, have hereunto set my hand and seal this ____ day of July, 1997.




ILARIA PEZZATINI
Washington Avenue
Miami Beach, FL 33139

STATE OF FLORIDA

COUNTY OF DADE

*The foregoing instrument was acknowledged before me this 31 day of July, 1997, by **ILARIA PEZZATINI**, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced FDL as Identification.*


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



ROSEMARIE GONZALES
My Comm. Exp. 11/20/99
Bonded By Service Inc
No. CC310830
11 Rosemary Avenue, Miami, FL 33139

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Florida law the following is submitted:

*L'ENOTECA, INC., desiring to organize or qualify under the Laws of the State of
Florida, with its principal place of business at 758 Washington Avenue, Miami Beach,
FL 33139, has named ILARIA PEZZATINI as its agent to accept service of process
within Florida.*

DATED: ___ day of July, 1997.


ILARIA PEZZATINI, President
Director

ACCEPTANCE OF REGISTERED AGENT

*Having been named to accept service of process for L'ENOTECA, INC., at the
place designated in the Articles of Incorporation, the undersigned is familiar with and
accepts the obligations of that position pursuant to F.S. 607.0601(3).*


ILARIA PEZZATINI
Registered Agent

date/boveregolanc/tes

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TAMPA, FLORIDA