

05/27/98 WED 08:47 FAX 561 231 9729

O'HAIRE, QUINN, CANDLER

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5/20/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: O'HAIRE, QUINN, CANDLER, CHARTERED
CONTACT: SUSAN M ISOM
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NAME: PAISANO'S, INC.

AUDIT NUMBER.....H98000009472

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

CERT. OF STATUS..1

PAGES..... 2

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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98 MAY 27 AM 9:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 21, 1998

O'HAIRE, QUINN, CANDLER, CHARTERED

SUBJECT: PAISANO'S FOODS, INC.
REF: W98000011541

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 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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE CONFLICT IS "PAISANO FOODS, INC.". THE DOCUMENT NUMBER IS P94000032033. ***THIS TIME, PLEASE SEND BACK THIS LETTER SO I KNOW THAT IT WAS REJECTED UNDER A DIFFERENT NAME.***

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburg
Document Specialist

FAX Aud. #: H98000009472
Letter Number: 998A00028299

Fax Audit No. H98000009472

ARTICLES OF INCORPORATION
OF
COSTANZO ENTERPRISES, INC.

The undersigned, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I

The name of this corporation shall be COSTANZO ENTERPRISES, INC., hereinafter referred to as the "corporation".

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

This corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the corporation as hereinabove set forth in Article II.

ARTICLE IV

This corporation has the authority to issue ten thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is 8975 22nd Street, Vero Beach, Indian River County, Florida. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws.

This instrument prepared by:
Michael O'Haire, Esq.
Florida Bar No. 059698
3111 Cardinal Drive
Vero Beach, FL 32963
Telephone: 561-231-6900

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ARTICLE VIII

The name and street address of the member of the first Board of Directors are:

NAMEADDRESS

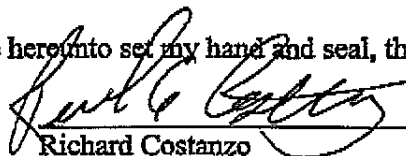
RICHARD COSTANZO

8975 22nd Street
Vero Beach, FL 32966

This director shall hold office until the first annual meeting or until his successors are elected or appointed and qualified as provided in the By-Laws.

ARTICLE IXThe name and address of the incorporator is Richard Costanzo, 8975 22nd Street, Vero Beach, Florida, 32966.ARTICLE X

The registered agent for service of process within this state shall be Michael O'Haire, whose street address is 3111 Cardinal Drive, Vero Beach, Florida, Indian River County, Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 19th day of May, 1998.
Richard Costanzo
IncorporatorACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Michael O'Haire
Registered Agent

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