

J.L. Stover & Co, Inc., Accountants.
4310 McConvey Road, Deland Fl. 32724

P9800005777

Date: May 27, 1998

Secretary of State, State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301
Attn: Corporate Division

Re: Carini, Inc.

800002573378--5
-06/26/98--01044--012
*****70.00 *****70.00

Dear Sir or Madam,

Enclosed herewith are the original Articles of Incorporation of the above named corporation together with a check in the amount of \$70.00 to cover the various fees such as Charter Tax, Filing Fees, Certificate of Resident Agent. The marked area below indicates our preference regarding the Certified Copy of the Articles:

() Please find included in the attached check the amount of \$ 52.50 as payment for the copy.

(XX) Please advise of your acceptance and document number.

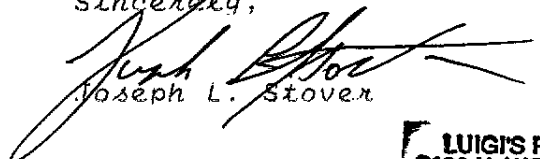
Please note that the Articles of Incorporation include designation of and acceptance by the Resident Agent. Also please note that the Articles state that the corporation shall begin as of the date of the complete execution and acknowledgement of the Articles rather than as of the date of filing.

In the event the corporate name as submitted cannot be utilized the following proposed alternate names, in order of preference as listed can be substituted, without any additional verification being required from us.

- 1.).....NONE.....
- 2.).....NONE.....

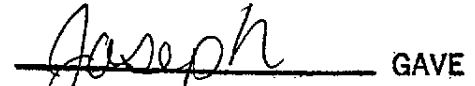
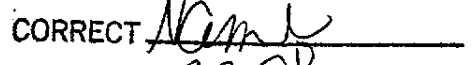

Thanking you in advance.

Sincerely,


Joseph L. Stover

LUIGI'S RESTAURANT
3138 N. WOODLAND BLVD.
DELAND, FL 32720

Js/js

 GAVE
AUTHORIZATION BY PHONE TO
CORRECT 
DATE 6-23-98
DOC. EXAM. 

98 JUN 26 PM 12:34

SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLES OF INCORPORATION
OF

CARINI OF CENTRAL FLORIDA, INC.

FILED
98 JUN 26 PM 1:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME & ADDRESS

The name of this corporation is CARINI OF CENTRAL FLORIDA, INC. and whose address is 3138 N. WOODLAND BLVD., DFLAND FLORIDA 32120

ARTICLE II - TERMS OF EXISTENCE

This corporation shall commence as of the date of the complete execution and acknowledgement of these Articles or if these Articles are filed more than (5) days after the complete execution of these Articles, then this corporation shall commence as of the date of filing and the duration of the corporation's existence shall be perpetual.

ARTICLES III - NATURE OF BUSINESS

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

ARTICLES IV - CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, having a par value of \$ 1.00

ARTICLES OF INCORPORATION
OF

CARINI OF CENTRAL FLORIDA, INC.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the registered agent of this corporation is: FRANCESCO CENSOPLANO.

The street address of the registered office of this corporation is: 200 YORKVILLE PLACE., DEBARY FLORIDA 32713.

ARTICLE VI - BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than (1) one. Except for the number constituting of the initial Board of Directors, the number of directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and street address of the initial Board of Directors of this corporation, who, subject to these articles of incorporation and the laws of the State of Florida shall hold office until the first annual meeting of Shareholders or until their resignation, removal from office or death.

1.) FRANCESCO CENSOPLANO, P/D/T/S. 200 YORKVILLE PLACE, DEBARY FLORIDA 32713

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is: FRANCESCO CENSOPLANO, whose address is 200 YORKVILLE PLACE, DEBARY, FL. 32713

ARTICLES IX - BY-LAWS

The corporation reserves the right to amend or repeal any provision contained in these Articles or any amendment hereto, any right conferred upon the Shareholders is subject to reservation.

ARTICLES OF INCORPORATION
OF

CARINI OF CENTRAL FLORIDA, INC.

ARTICLE X - INDEMNIFICATION

The corporation reserves the right to amend or repeal any provision contained in these Articles or any amendment hereto, any right conferred upon the Shareholders is subject to reservation

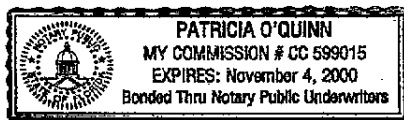
IN WITNESS WHEREOF, the incorporator has executed these articles this 25 day of JUNE, 1998.

Francesco Censo

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

The foregoing instrument was acknowledged before me this 25 day of JUNE, 1998, FRANCESCO CENSOPLANO, who is personally known to me or who produced a Florida drivers license as identification and who did / did not take an oath.

Patricia O'Quinn
Type/Print Notary Name:
Serial Number



CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

CARINI OF CENTRAL FLORIDA, INC.

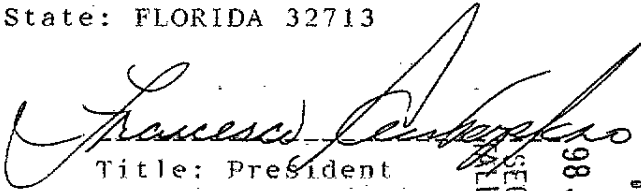
IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES THE
FOLLOWING IS SUBMITTED:

That the above named corporation desiring to organize and
qualify under the laws of the State of Florida, has named
the following person to be Registered Agent to accept
Service of Process in the State of Florida at principal
place of business of the corporation.

Registered Agent: FRANCESCO CENSOPLANO

Address: 200 YORKVILLE PLACE

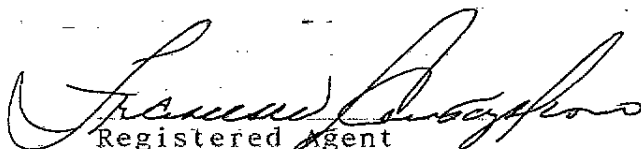
City: DEBARY State: FLORIDA 32713


Title: President

Date: 6-24-98

SECOND ACCEPTANCE

Having been named to accept Service of Process for the
above named corporation, at the place designated in the
herein certificate, I hereby agree to act in this capacity,
and I further agree to comply with provisions of all
statutes relative to the proper and complete performance of
my duties.


Registered Agent

Date: 6-24-98

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 JUN 26 PM 1:46

FILED