

P980 000 72917
GERALD D MORAN, JR.

6271-7 ST. AUGUSTINE ROAD, JACKSONVILLE, FL 32217
TELEPHONE 904.737.5350 FAX 904.733.7980 INTERNET: FEEDER1@HOTMAIL.COM

August 14, 1998

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

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-08/19/98--01073--006
*****70.00 *****70.00

Reference: Panini Oh!, Inc.

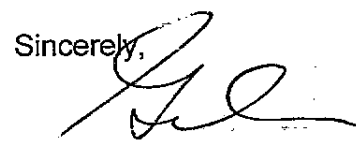
Gentlemen:

Kindly file the enclosed Articles of Incorporation.

Please send me a file stamped copy. Enclose an application to register a fictitious name when you return the file stamped documents to me.

Thank you.

Sincerely,


Gerald D. Moran, Jr.

FILED
98 AUG 19 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-20-98
MM

ARTICLES OF INCORPORATION
OF
PANINI OH!, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

This corporation shall be known as Panini Oh!, Inc.

ARTICLE II - PURPOSE

The purpose for which this corporation shall exist is to engage in any activity of business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The term for which this corporation shall exist is to be perpetual.

ARTICLE IV - CAPITAL

The amount of capital for which this corporation shall commence business is \$100.00.

ARTICLE V - STOCK

The total number of shares of capital stock which may be issued by this corporation is 100 shares, each share having a nominal par value of \$1.00 per share, all of which shall be common stock and shall be fully paid and non-assessable.

ARTICLE VI - ADDRESS OF BUSINESS

The initial address of the principal office of this corporation shall be:

6271-7 St. Augustine Road, Jacksonville, Florida 32217

The Board of Directors may from time to time move this principal office to any other address in the State of Florida.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is:

Gerald D. Moran, Jr., 6271-7 St. Augustine Road, Jacksonville, Florida 32217

ARTICLE VIII - INITIAL DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1) nor more than four (4). The name and address of the initial director is as follows:

Gerald D. Moran, Jr., 6271-7 St. Augustine Road, Jacksonville, Florida 32217

ARTICLE IX - SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation is as follows:

Gerald D. Moran, Jr., 6271-7 St. Augustine Road, Jacksonville, Florida 32217

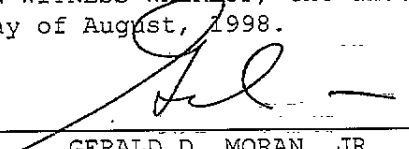
ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto, and any right conferred upon the shareholders is subject to reservation.

ARTICLE XI - SUBCHAPTER S ELECTION

The corporation elects to become a small business concern under Subchapter S of the Internal Revenue Code of 1954.


IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation on this day of August, 1998.


GERALD D. MORAN, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority personally appeared Gerald D. Moran, Jr., personally known to me, or who produced _____ as identification, who, after being duly sworn depose and says that the foregoing document was executed for the purposes therein expressed.

WITNESS my hand and official seal this 08/11/98 day of August, 1998.

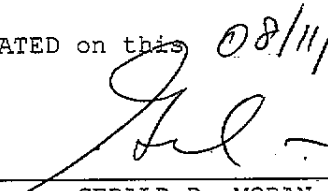

Notary Public, State of Florida

My Commission Expires: June 26, 2000

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned does hereby accept the appointment as resident agent of the above captioned corporation in accordance with the applicable statute.

DATED on this 08/11/98 day of August, 1998.


GERALD D. MORAN, JR.

