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JEFFREY A. BERNSTEIN
DAVID S. BERGER

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FEDERAL EXPRESS

August 26, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-08/27/98--01045--012

****122.50 ****122.50

Re: **PICOLO MONDO, INC.**

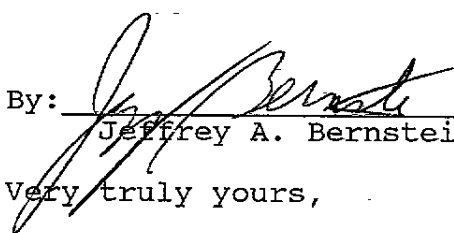
Enclosed please find the original and one copy of the Articles of Incorporation of **PICOLO MONDO, INC.**, and my check in the amount of \$122.50.

Please file the articles and forward a conformed copy to this office in the enclosed return FedEx air waybill.

Thank you for your attention to this matter.

Very truly yours,

LAW OFFICE OF BERNSTEIN & BERGER, P.A.

By: 
Jeffrey A. Bernstein, Esq.

Very truly yours,

David S. Berger

DSB/dd

Enclosures: As indicated

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 27 AM 9:05

R. Purinton: AUG 28 1998

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 AUG 27 AM 9:05

ARTICLES OF INCORPORATION
OF
PICOLO MONDO, INC.

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

ARTICLE I.

Name

The name of the corporation is **PICOLO MONDO, INC.**

ARTICLE II.

Duration

The corporation shall have perpetual existence.

ARTICLE III.

Purpose

This general nature of the business to be transacted by this corporation is to enter into any and all aspects of the operation of a restaurant, or any other lawful purpose. It shall have every corporate power granted by the Florida Legislature.

ARTICLE IV.

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, \$1.00 per value.

ARTICLE V.

Principal Office

The address of the principal office and the mailing address of the corporation are as follows:

**100 North Biscayne Boulevard, Suite 2608
Miami, Florida 33132**

The street address of the initial registered office of this corporation is:

**100 North Biscayne Boulevard, Suite 2608
Miami, Florida 33132**

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

Jeffrey A. Bernstein

ARTICLE VI.

Directors

This corporation shall have two (2) directors initially. The may be either increased or diminished from time to time by the by-laws, but shall never be less than two (2). The name, address of the initial Directors of this corporation are:

Mailing Address

**Jacques Horn
c/o Bernstein & Berger
100 North Biscayne Blvd.
Suite 2608
Miami, FL 33132**

**Abdelmajid Mezoughi
c/o Bernstein & Berger
100 North Biscayne Blvd.
Suite 2608
Miami, FL 33132**

ARTICLE VII.

Incorporator

The name and address of the person signing these Articles is:

Jeffrey A. Bernstein, Esq.
100 North Biscayne Blvd.
Suite 2608
Miami, Florida 33132.

ARTICLE VIII.

Powers

Each shareholder shall have the preemptive right to purchase at the price at which it is offered to others, and on the same terms, his or her pro rata share and any authorized and unissued and Treasury Stock of this corporation of the same kind, class or series as that which he or she already holds, which is offered for sale by the corporation.

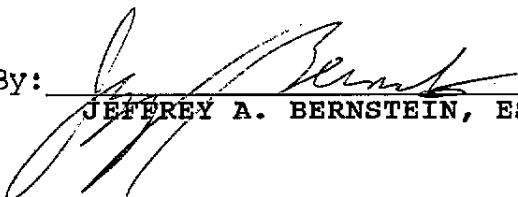
ARTICLE IX.

Amendments

This corporation reserves the right to amend, alter or repeal any provisions contained in this Articles of Incorporation or any amendments to these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of August, 1998

By:

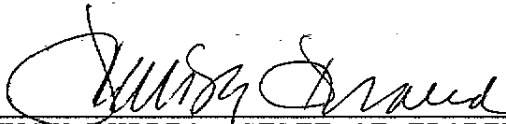

JEFFREY A. BERNSTEIN, ESQ.

STATE OF FLORIDA)
COUNTY OF DADE)

SS:

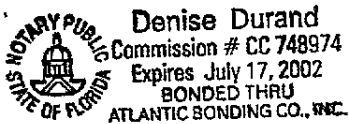
BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared JEFFREY A. BERNSTEIN, known to me and known by me to be person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26 day of August, 1998.



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that, **PICOLO MONDO, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named **JEFFREY A. BERNSTEIN**, located at 100 N. Biscayne Blvd., Suite 2608, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Registered Agent

By: 

REGISTERED AGENT

98 AUG 27 AM 9:05

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS