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March 18, 1999

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

Re: Caffè Pasta & Basta, Inc.
My File Number 99-022

Dear Sir or Madam:

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99 MAR 22 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Statutes, enclosed please find the following items, materials and documents which require your immediate attention:

1) original and one (1) copy of the "Articles of Incorporation of Caffè Pasta & Basta, Inc." dated February 16, 1999;

2) original and one (1) copy of the "Acceptance of Registered Agent Designated in Articles of Incorporation" dated February 16, 1999; and,

3) my law firm operating account check in the single, total sum of Seventy Eight and 75/100 (\$78.75) Dollars for the filing and processing fees, costs, expenses and charges.

Kindly accept, file and record the enclosed original Articles of Incorporation of Caffè Pasta & Basta, Inc. and, after acceptance and filing, please return a certified copy of same to my law firm at your earliest convenience.

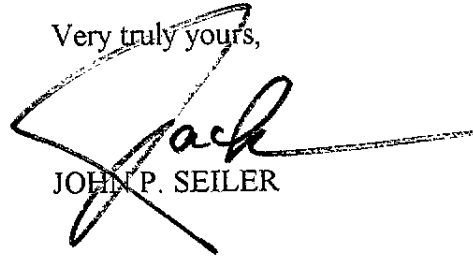
Thank you for your prompt attention to this matter and your anticipated cooperation with my request.

3/29/99

Florida Department of State
March 18, 1999
Page Two (2)

Should you have any questions or comments, please contact me immediately.

Very truly yours,

A handwritten signature in black ink, appearing to read "Jack", with a long horizontal line extending to the right.

JOHN P. SEILER

JPS/Enclosure

cc: Roberto Carioli and Giuseppa Furnari
Furnari/Caffe/Letter1.doc

ARTICLES OF INCORPORATION

OF

CAFFE PASTA & BASTA, INC.

The undersigned incorporator hereby forms a corporation pursuant to and under Chapter 607 of the Florida Statutes and the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be **Caffe Pasta & Basta, Inc.**

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to have outstanding one class designated as common stock. The maximum number of shares of common stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V - ADDRESS

The street address of the initial registered office of the corporation in the State of Florida

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shall be 2900 East Oakland Park Boulevard, Suite 200, Fort Lauderdale, Florida 33306, and the name of the initial registered agent of this corporation at that address is John P. Seiler, Esquire.

The street address of the principal office of the corporation shall be 3021 Seville Street, Unit Number 3, Fort Lauderdale, Florida 33304.


ARTICLE VI - OFFICERS AND DIRECTORS

This corporation shall have four (4) officers and two (2) directors, initially. The names and street addresses of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are Roberto Carioli, President and Treasurer; Giuseppa Furnari, Vice President and Secretary; with Roberto Carioli and Giuseppa Furnari as Directors, all at 3021 Seville Street, Unit Number 3, Fort Lauderdale, Florida 33304.

ARTICLE VII - INCORPORATOR

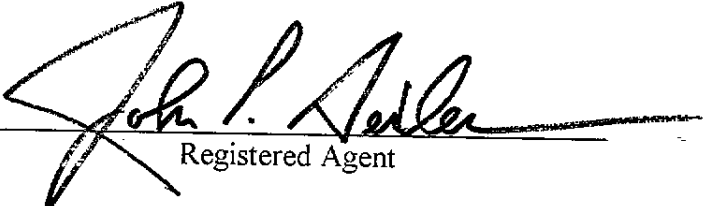
The name and street address of the incorporator to these Articles of Incorporation is: John P. Seiler, Esquire, Law Offices of John P. Seiler, 2900 East Oakland Park Boulevard, Suite 200, Fort Lauderdale, Florida 33306.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto executed these Articles of Incorporation this 16th day of February, 1999.


Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

Pursuant to Chapters 48 and 607 of the Florida Statutes, the undersigned, John P. Seiler, Esquire, having a business (law) office identical to and with the registered office of the above named corporation, and having been named and designated the Registered Agent of the above named corporation in the foregoing Articles of Incorporation, is familiar with and accepts the duties and obligations of the position of Registered Agent pursuant to and under Section 607.0505 of the Florida Statutes.


Registered Agent

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