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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

CAFE GUZZI, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION

OF

CAFÉ GUZZI, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, himself a natural person, competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is: CAFÉ GUZZI, INC.

ARTICLE II

DURATION

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of all matters relating retail restaurant and to do any and all other business necessary to effectuate the above described business and any and all other lawful business permitted under the laws of the United States and the State of Florida necessary to effectuate this.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of (\$1.00) per value common stock, which shall be designated "Common Shares". The corporation will not commence business until it has received for the issuance of its shares consideration of the value of a stated sum which shall be at least one thousand dollars (\$1,000)."

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

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

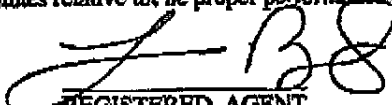
407 Lincoln Road suite 5-B
Miami Beach, Fl. 33139

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

Luis G. Brito 407 Lincoln Road suite 5-B Miami Beach, Fl. 33139

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


REGISTERED AGENT
Luis G. Brito

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A notary public authorized to take acknowledgement in the state and county set forth above, personally appeared, Luis G. Brito, known to be and known by me executed the foregoing acceptance by registered agent, and he acknowledged before me that he executed that acceptance 20 DAY OF

July 1999

NOTARY PUBLIC, STATE OF FLORIDA

SEAL

ARTICLE VII

INCORPORATION

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

NAME

ADDRESS

SANDRO MASTELLA / PRESIDENT

P 2 & 3

Sunny Island Beach, Fl. 33160

GUSTAVO CURIA / VICE-PRE.

ROZANA ROSSMAN / SECT. & TREAS.

CATALINA ZAMBRANO / TREA.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have three (3) director and (3) officer initially. The number of directors and offices may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors and/or officers of this corporation are:

NAME

ADDRESS

SANDRO MASTELLA / PRESIDENT

P 2 & 3

Sunny Island Beach, Fl. 33160

GUSTAVO CURIA / VICE-PRES.

ROXANA ROSSMAN / SECT.

ROXANA ROSSMAN / TREAS.

ARTICLES IX

RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation will not be issued initially.

1,000 shares

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE X

MANAGEMENT OF CORPORATION BY DIRECTORS AND OFFICERS

All corporate powers shall be exercised by or under the authority of the Director and the business affairs of this corporation shall be managed under the direction of the President and other officers of this corporation.

ARTICLE XI

POWERS

This corporation shall have the corporate power:

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.
- (b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at its pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees in accordance with the Texas Statutes.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, share or other interests in, or obligations of, other domestic or foreign corporations, associations, partnership, or individuals or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

- (k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (l) To make and alter its by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the Board of Directors shall find will be in aid of government policy.
- (o) To pay pension and establish pension plans, profit sharing plans, and other incentive plans for any and all of its directors, officers and employees and directors, officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associated, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE XII

DIRECTORS RESIDENCY AND COMPENSATION

The residency requirements of the officers and directors is as required by law.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors and officers of this corporation.

ARTICLE XIII

DIRECTORS AND OFFICERS QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of the directors.

If a quorum is present, the affirmative vote of majority of the directors, or if there has been an abstention from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

A majority of the Officers shall constitute a quorum for a meeting of the Officers.

If a quorum is present, the affirmative vote of a majority of the Officers, or if there has been an abstention from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the Officers present and voting shall be the act of the Officers.

ARTICLE XIV

SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XV

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XVI

RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled under the Florida General Corporation Act.

ARTICLE XVII

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVIII

ACTION BY DIRECTORS WITHOUT A MEETING

The Directors and Officers of this corporation may take action by written consent as provided by law.

ARTICLE XIX

ELECTION OF DIRECTORS AND FILING OF VACANCIES

The Directors and Officers of this corporation shall be chosen at the annual meeting of the stockholders. Vacancies in the Board of Directors shall be filled by the directors remaining in office until the next annual meeting of the stockholders.

ARTICLE XX

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. The private property of the stockholders shall not be subject to the payment

of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XXI

AMENDMENT

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

ARTICLE XXII

CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by forty percent (40%) of the shares entitled to vote.

ARTICLE XXIII

REDUCTION OF STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XXIV

TRANSACTIONS BETWEEN STOCKHOLDERS AND ITS DIRECTORS

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is party of are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director of the corporation is hereby

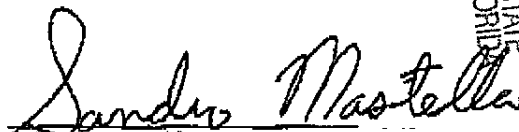
relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any contract or other transactions between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

ARTICLES XXV

The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation this July 20, 1999

407 LINCOLN ROAD SUITE 5-B
MIAMI BEACH, FL. 33139



Subscriber, President/Secretary

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared SANDRO MASTELLA known to me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this July 20, 1999

Notary Public, State of Florida
My commission expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 21 AM 7:33

FILED