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November 9, 1999

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BY FEDERAL EXPRESS

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

Re: New filing - Fernando's Con Stile, Inc.

Dear Sir or Madam:

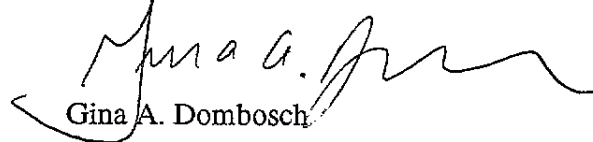
Enclosed please find the Articles of Incorporation for the above-referenced Florida corporation. The requisite filing fee of \$87.50 which includes the return of a certified copy and certificate of status is also enclosed.

For your convenience, the translation of the corporate name (in Italian) is as follows: Fernando's With Style, Inc.

Please return the certified copy and certificate of status to my attention at the principal place of business address in the enclosed Federal Express envelope. Please contact me if you have any questions.

Thank you in advance for your cooperation in this matter.

Sincerely yours,


Gina A. Dombosch

Enclosure

FILED
99 NOV 12 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV 16 1999

FILED

ARTICLES OF INCORPORATION
OF
FERNANDO'S CON STILE, INC.

99 NOV 12 PM 1:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of this Corporation is: FERNANDO'S CON STILE, INC.

ARTICLE II: PRINCIPAL OFFICE

The street address of the initial principal office is: 13507 N.E. 24th Court, Miami, Florida 33181.

The mailing address of this Corporation is: 13507 N.E. 24th Court, Miami, Florida 33181.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one (\$1.00) dollar per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent of the Corporation is:

Gina A. Dombosch, Esq.
701 Brickell Avenue
Suite 2100
Miami, Florida 33131

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Gina A. Dombosch, Esq.
701 Brickell Avenue
Suite 2100
Miami, Florida 33131

ARTICLE VI: POWERS

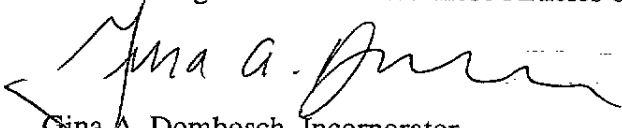
The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the State of Florida.

ARTICLE VII: GENERAL PROVISIONS

(a) A director of the Corporation may transact business, borrow, lend or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(b) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The undersigned has executed these Articles of Incorporation this 9th day of November, 1999.


Gina A. Dombosch, Incorporator


CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the Corporation mentioned below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Fernando's Con Stile, Inc.
2. The name and address of the registered agent and office is Gina A. Dombosch, Esq. 701 Brickell Avenue, Suite 2100, Miami, Florida 33131.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED

AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Gina A. Dombosch

Dated: November 9, 1999