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FLORIDA PROFIT/NON PROFIT CORPORATION

Sergio's Restaurant of South Miami, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
SERGIO'S RESTAURANT OF SOUTH MIAMI, INC.**

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Sergio's Restaurant of South Miami, Inc. Its principal office address and business mailing address is 9230 SW 40th Street, Suite D, Miami, Florida 33165.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$0.01 per share.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation shall be 9230 SW 40th Street, Suite D, Miami, Florida 33165, and the registered agent of this Corporation at such office shall be Carlos L. Gazitua, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors shall initially consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the initial

director constituting the Board of Directors is Blanca R. Cabrera, 9230 SW 40th Street, Suite D, Miami, Florida 33165.

ARTICLE VII - INCORPORATOR

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

Name

Carlos A. Mas

Address

100 SE Second Street
Suite 4000
Miami, Florida 33131

Dated: February 18, 2010




Carlos A. Mas, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 18th day of February, 2010.

Registered Agent:

By: 
Carlos L. Gazitua

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