

KEANE MURPHY & HOUGH

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

FRANK P. MURPHY, ATTORNEY, P.A.

800 LAUREL OAK DRIVE
SUITE 301

NAPLES, FLORIDA 33903

(941) 560-7070

(800) 282-4800

FAX (941) 560-7837

GREGORY G. KEANE, P.A.
FRANK P. MURPHY, P.A.
GEORGE B. HOUGH, JR., P.A.

STUART
900 E. OCEAN BOULEVARD
SUITE 244
STUART, FLORIDA 34994
(407) 280-0000

PLEASE REPLY TO NAPLES OFFICE

P96000049517
May 10, 1996

100001890981
-05/20/96--01126--005
****122.50 ****122.50

Secretary of State
Division of Corporations
P.O. Box 6237
Tallahassee, Florida 32301

Re: Nacho Mama's, Inc.

Dear Sir or Madam,

Enclosed please find Articles of Incorporation together with a Designation of Registered Agent to be filed in connection with the above-referenced corporation. This firm's check in the amount of \$122.50 payable to the Secretary of State in payment for the following:

Filing Fees	\$ 35.00
Designation of Reg. Agent	\$ 35.00
Certified Copy of Articles	\$ 52.50

TOTAL \$122.50

Kindly return the enclosed Articles of Incorporation to this office in the enclosed, self-addressed, stamped envelope. Thank you for your cooperation.

Sincerely,



Frank P. Murphy, Esq.

FPM/dty
Encl.

MAY 23 1996

W96-11105

FILED
96 JUN 11 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 11 1996

SERVING:
NAPLES
FT. MYERS
LAKE LAND
STUART
PALM BEACH



BOARD CERTIFIED:

FRANK P. MURPHY IS BOARD CERTIFIED IN WILLS, TRUST AND ESTATES BY THE FLORIDA BAR.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 23, 1996

KEANE MURPHY & HOUGH
800 LAUREL OAK DRIVE
SUITE 301
NAPLES, FL 33963

SUBJECT: NACHO MAMA'S INC.
Ref. Number: W96000011105

We have received your document for NACHO MAMA'S INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 896A00026012

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be Nacho Mama's of Collier County, Inc.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. STOCK

This corporation is authorized to issue 10,000 shares of common stock at no par value.

ARTICLE V. REGISTERED AGENT

The name and address of the initial registered agent and office of this corporation are as follows:

Frank P. Murphy, Esq.
KEANE, MURPHY & HOUGH
800 Laurel Oak Dr., Ste. 301
Naples, Florida 33963

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JUL 1 AM 9:23
TALLAHASSEE
FLORIDA

ARTICLE VI. PRINCIPAL OFFICE

The principal office of the company is as follows:

795 Willow Court
Marco Island, Florida 33937

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director of this corporation is:

Anthony D. Rainone
795 Willow Court
Marco Island, Florida 33937

ARTICLE VII. OFFICERS

The initial officers of this corporation shall be President, Vice-president, Secretary, and Treasurer.

ARTICLE VIII. SUBSCRIBER

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

Anthony D. Rainone
795 Willow Court
Marco Island, Florida 33937

ARTICLE IX. AMENDMENTS

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

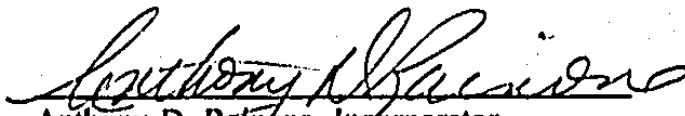
ARTICLE X. RIGHT TO PURCHASE STOCK

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices and terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of a notice from the corporation.

ARTICLE XI. VOTING

All shares of stock shall be entitled to cumulative voting in the election of the Board of Directors.

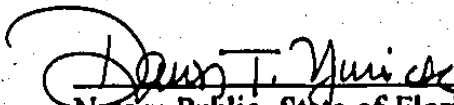
IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 7th day of June, 1996.

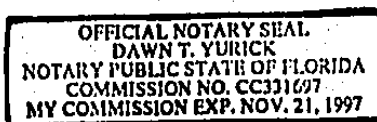

Anthony D. Rainone, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, a Notary Public duly licensed to take acknowledgements in the State and County aforesaid, personally appeared **Anthony D. Rainone** to me known to be the person described as subscriber in Nacho Mama's of Collier County, Inc. and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this
7th day of June, 1996.

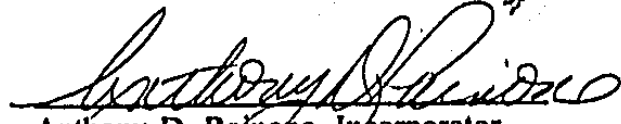

Notary Public, State of Florida



**DESIGNATION AND ACCEPTANCE OF
REGISTERED OFFICE AND REGISTERED AGENT**

The undersigned subscriber of Nacho Mama's of Collier County, Inc. hereby designates the following individual as registered agent for this corporation, and the following address as the registered office of the corporation:

Frank P. Murphy, Esq.
KEANE, MURPHY & HOUGH
800 Laurel Oak Dr., Ste. 301
Naples, Florida 33963


Anthony D. Rainone, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of NACHO MAMA'S OF COLLIER COUNTY, INC.

DATED this 7th day of June, 1996.


Frank P. Murphy, Registered Agent